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Counsel to the Debtors and  
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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

----- x  
In re: : Chapter 11  
:   
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)  
et al., :   
:   
Debtors. : Jointly Administered  
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**SEVENTH INTERIM APPLICATION FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES OF MCGUIREWOODS LLP,  
CO-COUNSEL TO THE DEBTORS, FOR SERVICES  
 RENDERED FROM MAY 1, 2010 THROUGH JULY 31, 2010**

McGuireWoods LLP ("MW"), in its capacity as co-counsel  
to the debtors and debtors in possession in the above-  
captioned jointly administered cases (collectively, the

"Debtors"),<sup>1</sup> submits the following as its Seventh Interim Application for Compensation and Reimbursement of Expenses for Services Rendered from May 1, 2010 through July 31, 2010 (the "Application") pursuant to 11 U.S.C. §§ 330, 331 and 503(b) and Federal Rule of Bankruptcy Procedure 2016. MW certifies that the Debtors have received a copy of this Application, but have not completed their review. In addition, MW certifies that a copy of this Application has been served on the Office of the United States Trustee and counsel for the Official Committee of Unsecured Creditors. For its Application, MW seeks the entry of an order, substantially in the form attached hereto as Exhibit A, granting interim approval of compensation in the amount of \$909,294.50 and reimbursement of expenses in the amount of \$15,590.24 for services rendered by MW from May 1, 2010 through July 31, 2010 (the "Application Period"). In

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc.(6796), Sky Venture Corp. (0311), PRAHS, Inc.(n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address was 9950 Mayland Drive, Richmond, Virginia 23233 and currently is 4951 Lake Brook Drive, Glen Allen, Virginia 23060.

support of the Application, MW respectfully represents as follows:

**JURISDICTION**

1. This Court has jurisdiction to consider this Application under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and this Motion in this District is proper under 28 U.S.C. §§ 1408 and 1409.

2. The bases for the relief requested herein are sections 330, 331 and 503(b) of title 11 of the United States Code (the "Bankruptcy Code") and Federal Rule of Bankruptcy Procedure (the "Bankruptcy Rules") 2016.

**BACKGROUND**

3. On November 10, 2008 (the "Petition Date"), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code.

4. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108.

5. On November 12, 2008, the Office of the United States Trustee for the Eastern District of Virginia appointed a statutory committee of unsecured creditors (the

"Committee"). To date, no trustee or examiner has been appointed in these chapter 11 cases.

6. On January 16, 2009, the Court authorized the Debtors, among other things, to conduct going out of business sales at the Debtors' remaining 567 stores pursuant to an agency agreement (the "Agency Agreement") between the Debtors and a joint venture, as agent. On January 17, 2009, the agent commenced going out of business sales pursuant to the Agency Agreement at the Debtors' remaining stores. As of March 8, 2009, the going out of business sales at the Debtors' remaining stores had been completed.

7. On September 29, 2009, the Debtors and the Creditors' Committee (collectively, the "Plan Proponents") filed the First Amended Joint Plan of Liquidation of Circuit City Stores, Inc. and its Affiliated Debtors and Debtors In Possession and its Official Committee of Creditors Holding General Unsecured Claims (the "First Amended Plan"). The associated disclosure statement (the "Disclosure Statement") was approved on September 24, 2009. Confirmation of the First Amended Plan was originally scheduled for November 23, 2009, but has been adjourned from time to time.

8. On June 2, 2010, the Debtors filed the Debtors' Motion for Order Directing Mediation with Respect to First

Amended Joint Plan of Liquidation of Circuit City Stores, Inc. and Its Affiliated Debtors and Debtors in Possession and Its Official Committee of Creditors Holding General Unsecured Claims (the "Mediation Motion") (Docket No. 7687), pursuant to which the Debtors requested that the Bankruptcy Court order the Debtors and the Creditors' Committee to mediate their differences with respect to the First Amended Plan.

9. The Creditors' Committee supported the Mediation Motion and, following a hearing on June 24, 2010, the Bankruptcy Court entered an order granting the Mediation Motion (the "Mediation Order") (Docket No. 7912).

10. Pursuant to the Mediation Order, mediation commenced on July 14, 2010 before the Honorable Frank J. Santoro. Following extensive negotiations during the mediation, the Plan Proponents reached an agreement on the outstanding issues.

11. On August 9, 2010, the Debtors and the Creditors' Committee filed the Supplemental Disclosure with Respect to Second Amended Joint Plan of Circuit City Stores, Inc. and its Affiliated Debtors and Debtors in Possession and its Official Committee of Creditors Holding General Unsecured Claims and Notice of Deadline to Object to Confirmation (the

"Supplement") and the Second Amended Joint Plan of Liquidation of Circuit City Stores, Inc. and its Affiliated Debtors and Debtors In Possession and its Official Committee of Creditors Holding General Unsecured Claims (the "Plan").

12. On September 14, 2010, the Court entered its Findings of Fact, Conclusions of Law and Order Confirming Modified Second Amended Joint Plan of Liquidation of Circuit City Stores, Inc. and its Affiliated Debtors and Debtors in Possession and its Official Committee of Creditors Holding General Unsecured Claims (Docket No. 8555).

13. Generally, the Plan provides for the liquidation of the Debtors under chapter 11 of the Bankruptcy Code.

#### **MCGUIREWOODS LLP'S EMPLOYMENT**

14. On November 18, 2008, MW filed an Application to Employ and Retain McGuireWoods LLP as Counsel for the Debtors Pursuant to 11 U.S.C. §§ 327(a) and 329 (Docket No. 191) (the "Employment Application").

15. On December 8, 2008, the Court entered an order authorizing the employment of MW as counsel to the Debtors (Docket No. 791) (the "Employment Order").

16. By this Application, MW is seeking, inter alia, interim approval of its compensation and reimbursement of expenses pursuant to the Employment Order and pursuant to

sections 330, 331 and 503(b) of the Bankruptcy Code for the period of May 1, 2010 through July 31, 2010.

17. MW charges legal fees on an hourly basis at its attorneys' and paraprofessionals' hourly rates, which rates are set in accordance with the attorney's or paraprofessional's seniority and experience and are adjusted from time to time. MW also charges the Debtors for its actual out-of-pocket expenses incurred including, but not limited to, photocopying, long distance telephone calls, messenger services, computer research, travel expenses, overnight mail and court fees. MW's fee structure and expense reimbursement policies were disclosed in MW's Employment Application, to which no party objected and this Court approved. See Docket Nos. 191, 791.

18. The names of all MW attorneys and paraprofessionals who have worked on this matter and their respective hourly rates are set forth on Exhibit B hereto.

19. MW currently holds a retainer from the Debtors in the amount of \$348,568.07.

20. To the best of MW's knowledge, and upon information and belief, the Debtors have paid or will pay undisputed postpetition operating expenses in the ordinary course.

21. To the best of MW's knowledge, and upon information and belief, the Debtors have sufficient funds on hand to pay the compensation and reimbursement of expenses requested herein.

22. To the best of MW's knowledge, and upon information and belief, the Debtors have filed with the United States Trustee all monthly operating reports presently due, and have paid all quarterly fees to the United States Trustee that are presently due.

**FEE PROCEDURES AND MONTHLY FEE STATEMENTS**

23. On December 9, 2008, this Court entered an Order under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation (Docket No. 830) (the "Interim Compensation Order"), which approved the interim compensation procedures attached thereto (the "Interim Compensation Procedures"). Pursuant to paragraph (d) of the Interim Compensation Procedures, interim applications for compensation and reimbursement of expenses must be filed on or before September 14, 2010. Moreover, in accordance with paragraphs (a) and (d) of the Interim Compensation Procedures, MW will serve a copy of this Application upon the Notice Parties (as defined therein). Moreover, notice

of the Application will be served on the parties as required by the Case Management Order (Docket No. 130).

24. Pursuant to the Interim Compensation Procedures, approximately on or after the tenth (10th) day of each month following the month for which compensation was sought, MW submitted a monthly statement to the Notice Parties (as defined in the Interim Compensation Procedures). The parties had twenty (20) days to review any such statement. If there were no objections, at the expiration of the twenty (20) day period, the Debtors were ordered to promptly pay eighty-five percent (85%) of the fees and one hundred percent (100%) of the expenses identified in each monthly statement. MW submitted monthly statements for each month during the Application Period and no objections were received. Accordingly, MW has been paid eighty-five percent (85%) of its total requested fees and one hundred percent (100%) of its expenses during the Application Period. A chart summarizing these payments and the monthly statements is attached hereto as Exhibit C.

**REQUESTED FEES AND REIMBURSEMENT OF EXPENSES**

25. MW has played an important role in advising the Debtors and handling the day to day administration of the Debtors' chapter 11 cases. As a result of its efforts

during the Application Period, MW now seeks interim allowance of \$909,294.50 in fees calculated at the applicable guideline hourly billing rates of the firm's personnel who have worked on the cases, and \$15,590.24 in expenses actually and necessarily incurred by MW while providing services to the Debtors during the Application Period.

26. In staffing this case, in budgeting and incurring charges and disbursements, and in preparing and submitting this Application, MW has been mindful of the need to be efficient while providing full and vigorous representation to the Debtors. MW also has been especially cognizant of the standards established by this Court for compensation of professionals and reimbursement of charges and disbursements. As described in detail herein, MW believes that the requests made in this Application comply with this Court's standards in the context of the unique circumstances surrounding these large and complex chapter 11 cases.

**SUMMARY OF SERVICES PROVIDED DURING THE APPLICATION PERIOD**

**A. General Case Administration.**

27. Description. MW assisted with, inter alia, the review, analysis and preparation of correspondence, documents, pleadings and notices; handled the day to day

administration of the Debtors' chapter 11 cases; prepared and maintained a case calendar, hearing planners and omnibus hearing agendas used by the Debtors and their professionals in these chapter 11 cases; prepared for and participated in all court hearings in these chapter 11 cases; regularly participated in meetings and telephone conferences with officers and employees of the Debtors and the Debtors' financial and other advisors regarding the foregoing as well as other operational, organizational and strategic issues arising in the cases; regularly participated in meetings and telephone conferences with professionals for the Committee, creditors and other parties in interest regarding the foregoing and various other issues arising in these cases; assisted the Debtors with the service of relevant documents on appropriate parties, and the organization of information and document requests from various parties; handled all electronic case filing and related issues; regularly communicated with the Clerk's office, Chambers and the U.S. Trustee's office regarding various case administration issues; handled the internal coordination of motions, responses, objections and other related matters; coordinated the establishment and maintenance of a MW's telephone hotline to assist in responding to the numerous inquiries

from creditors and other parties in interest that these cases have generated; and responded to garnishment requests.

28. Necessity and Benefit to the Estates. These services were necessary to assist the Debtors in the administration and prosecution of these complex chapter 11 cases.

29. Status. These and other general case administration matters will continue until the chapter 11 cases are closed.

30. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 181.7 hours during the Application Period for a total of \$61,059.50. The complete narrative, time detail of the hours incurred and the value of the matter by professional is attached hereto as Exhibit E.

**B. Restructuring and General Strategy.**

31. Description. MW assisted with, inter alia, the preparation of materials in connection with board meetings; participated in board meetings regarding confirmation and post-confirmation matters; analyzed documents regarding bylaws and post-confirmation governance matters; handled issues in connection with mediation; and participated in conferences and telephone conferences and meetings with the

Debtors and the Creditors' Committee regarding confirmation and post-confirmation matters.

32. Necessity and Benefit to the Estates. These services were necessary to assist the Debtors in the administration and prosecution of these complex chapter 11 cases.

33. Status. These matters will continue as the need arises.

34. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 65.7 hours during the Application Period for a total of \$38,599.50. The complete narrative, time detail of the hours incurred and the value of the matter by professional is attached hereto as Exhibit E.

**C. Monthly Operating Reports.**

35. Description. MW assisted the Debtors and their professionals with, inter alia, the preparation of and filing of the Debtors' Monthly Operating Reports.

36. Necessity and Benefit to the Estates. These services were necessary to assist the Debtors with compliance with the Bankruptcy Code, local bankruptcy rules and the United States Trustee's guidelines.

37. Status. These matters will continue as the need arises.

38. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 2.1 hours during the Application Period for a total of \$935.50. The complete narrative, time detail of the hours incurred and the value of the matter by professional is attached hereto as Exhibit E.

**D. Professional Retention/Fee Applications.**

39. Description. Pursuant to the requirements of the Interim Compensation Order, MW has prepared detailed monthly fee statements for distribution to the Notice Parties and handled inquires from all of the professionals regarding monthly fee statements. Moreover, MW assisted with, inter alia, various issues pertaining to the retention and payment of various professionals employed by the Debtors and the Committee in connection with the Debtors' bankruptcy cases, including bankruptcy counsel, special counsel, accountants, financial advisors and ordinary course professionals; reviewed, analyzed, drafted and filed interim fee applications and notices on behalf of all of the Debtors' professionals; drafted and filed a supplemental declaration in support of MW's employment; coordinated the employment of

professionals and filed pleadings on behalf of the Debtors' professionals, including ordinary course professionals, according to the procedures established by this Court; and communicated with the Office of the United States Trustee regarding the foregoing.

40. Necessity and Benefit to the Estates. These services were necessary to comply with the Bankruptcy Code, the Interim Compensation Order and the United States Trustee's guidelines. Additionally, access to qualified professionals is critical to the Debtors' chapter 11 cases.

41. Status. These matters will continue as the need arises.

42. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 33.3 hours during the Application Period for a total of \$15,926.00. The complete narrative, time detail of the hours incurred and the value of the matter by professional is attached hereto as Exhibit E.

**E. Creditors Committee**

43. Description. MW assisted with, inter alia, responding to document requests from the Creditors' Committee; participated in negotiations regarding the Plan;

and analyzed issues regarding post-confirmation board membership.

44. Necessity and Benefit to the Estates. These matters will continue as the need arises.

45. Status. These and other related matters will continue until a chapter 11 plan is confirmed.

46. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 1.7 hours during the Application Period for a total of \$1,020.00. The complete narrative, time detail of the hours incurred and the value of the matter by professional is attached hereto as Exhibit E.

**F. Automatic Stay.**

47. Description. MW assisted with, inter alia, the review, analysis and preparation of correspondence, documents, pleadings and notices relating to motions for relief from the automatic stay; drafted correspondence and participated in meetings and telephone conferences regarding violations of the automatic stay and responses to subpoenas; and conducted research regarding various issues related to automatic stay matters.

48. Necessity and Benefit to the Estates. These services were necessary to assist the Debtors in enforcing

the automatic stay, reducing the administrative burden on the Debtors' management and reducing expenses incurred by the Debtors' bankruptcy estates by resolving potential automatic stay related matters.

49. Status. These and other automatic stay related matters will continue until a chapter 11 plan is confirmed.

50. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 6.0 hours during the Application Period for a total of \$ \$2,442.00. The complete narrative, time detail of the hours incurred and the value of the matter by professional is attached hereto as Exhibit E.

**G. Executory Contracts.**

51. Description. MW assisted with, inter alia, the review and analysis of various executory contracts; researched, drafted, analyzed and filed pleadings regarding the rejection of certain executory contracts and Ryan's motion to reconsider; and regularly participated in meetings and telephone conferences with the Debtors, their professionals and opposing counsel regarding the foregoing.

52. Necessity and Benefit to the Estates. These services were necessary to assist the Debtors in developing

and implementing a strategy regarding various executory contracts.

53. Status. These matters will continue as the need arises.

54. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 34.8 hours during the Application Period for a total of \$15,628.50. The complete narrative, time detail of the hours incurred and the value of the matter by professional is attached hereto as Exhibit E.

**H. Litigation.**

55. Description. MW historically represented the Debtors in various litigation matters. MW also assisted with, inter alia, the strategy and negotiations regarding responding to third party subpoenas; researched, drafted and filed complaints and other pleadings in multiple adversary proceedings and district court appeals; drafted and responded to discovery in connection with the foregoing; corresponded with litigation parties regarding the foregoing, demand letters, settlements and related matters; and analyzed strategies and participated in meetings regarding adversary proceedings and district court appeals.

56. Necessity and Benefit to the Estates. These services were necessary to assist the Debtors with various litigation matters.

57. Status. These matters will continue as the need arises.

58. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 272.0 hours during the Application Period for a total of \$114,298.00. The complete narrative, time detail of the hours incurred and the value of the matter by professional is attached hereto as Exhibit E.

**I. Avoidance/Preference Matters.**

59. Description. MW assisted with, inter alia, the analysis, and preparation of various preference complaints and demand letters; reviewed preference analyses and researched and drafted pleadings and discovery; and regularly participated in meetings and teleconferences with the Debtors, the Debtors' professionals and defendants/demand letter recipients regarding the foregoing.

60. Necessity and Benefit to the Estates. These services were necessary to assist the Debtors in developing and implementing a strategy for recovering money for the estate.

61. Status. These matters will continue as the need arises.

62. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 86.3 hours during the Application Period for a total of \$30,447.50. The complete narrative, time detail of the hours incurred and the value of the matter by professional is attached hereto as Exhibit E.

**J. First Sterling Corp.**

63. Description. MW assisted with, inter alia, the collection of documents in response to a legal hold request.

64. Necessity and Benefit to the Estates. These services were necessary to respond to a legal hold.

65. Status. These matters will continue as the need arises.

66. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 0.9 hours during the Application Period for a total of \$416.00. The complete narrative, time detail of the hours incurred and the value of the matter by professional is attached hereto as Exhibit E.

**K. Vendor Matters.**

67. Description. MW assisted with, inter alia, the review, analysis and responses to correspondence received from various vendors and their counsel regarding demand letters and collection of accounts receivable; and participated in meetings and telephone conferences with the Debtors, the Debtors' professionals and counsel for various vendors regarding the foregoing.

68. Necessity and Benefit to the Estates. These services were necessary to assist the Debtors in developing and implementing a strategy for recovering money from vendors and resolving various vendor related issues.

69. Status. These matters will continue as the need arises.

70. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 3.1 hours during the Application Period for a total of \$1,860.00. The complete narrative, time detail of the hours incurred and the value of the matter by professional is attached hereto as Exhibit E.

**L. Real Estate.**

71. Description. MW historically represented the Debtors on various real estate matters and continues to

handle matters related thereto. MW also assisted with, inter alia, the review, analysis and drafting of correspondence, documents and pleadings regarding disposition of real property leases and the sale of property; drafted and filed multiple pleadings and notices regarding the sale of real property; and participated in meetings and telephone conferences with the Debtors and their professionals, landlords and their counsel, and other parties in interest regarding the foregoing.

72. Necessity and Benefit to the Estates. These services were necessary to assist the Debtors in various real estate and related matters.

73. Status. These matters will continue as the need arises.

74. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 153.0 hours during the Application Period for a total of \$50,253.00. The complete narrative, time detail of the hours incurred and the value of the matter by professional is attached hereto as Exhibit E.

**M. Tax Matters.**

75. Description. MW historically represented the Debtors in connection with various tax matters, including an

IRS audit, tax audit appeals and related tax matters, which are ongoing. MW also assisted with, inter alia, the review, analysis and preparation of correspondence, documents and pleadings regarding various tax matters and tax claims; participated in the analysis and researched issues regarding the Debtors' strategies regarding overall tax procedures and protocols for tax issues that impact the Debtors' estates; analyzed tax claims and objections thereto; and participated in meetings and telephone conferences with the Debtors and various taxing authorities regarding the foregoing.

76. Necessity and Benefit to the Estates. These services were necessary to assist the Debtors in connection with resolving tax related issues.

77. Status. These matters will continue as the need arises.

78. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 206.7 hours during the Application Period for a total of \$104,200.00. The complete narrative, time detail of the hours incurred and the value of the matter by professional is attached hereto as Exhibit E.

**N. Claims Administration.**

79. Description. MW assisted with, inter alia, the review and analysis of and responses to numerous claimants' communications; researched, analyzed, drafted and filed multiple omnibus objections to claims and reviewed and analyzed claims regarding the foregoing; analyzed responses to omnibus claim objections, negotiated resolutions to omnibus claim objections, responded to and drafted discovery, and drafted and filed and pleadings in connection therewith; drafted and maintained a summary of the status of all adjourned claims; participated in hearings regarding claim-related matters; and participated in multiple telephone conferences and meetings with Debtors and their professionals regarding the foregoing.

80. Necessity and Benefit to the Estates. These services were necessary to assist the Debtors in developing and implementing a claims resolution strategy and responding to claimants regarding claims related issues.

81. Status. These matters will continue as the need arises.

82. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 928.8 hours during the Application Period for a

total of \$373,801.00. The complete narrative, time detail of the hours incurred and the value of the matter by professional is attached hereto as Exhibit E.

**O. Disclosure Statement and Plan.**

83. Description. MW assisted with the, inter alia, the drafting and filing of notices of continued hearing on confirmation of the plan; analyzed documents, prepared for and participated in mediation; analyzed and revised pleadings and communicated with counsel regarding plan documents; and participated in communications with the Debtors, counsel for the Creditors' Committee and other professionals and creditors regarding the foregoing.

84. Necessity and Benefit to the Estates. These services were necessary to assist the Debtors in developing a plan of liquidation and disclosure statement.

85. Status. These matters will continue as the need arises.

86. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 125.1 hours during the Application Period for a total of \$69,257.00. The complete narrative, time detail of the hours incurred and the value of the matter by professional is attached hereto as Exhibit E.

**P. Employee Benefits/Pensions.**

87. Description. MW historically represented the Debtors in connection with various employee benefit and pension matters. MW also assisted with, inter alia, the review and analysis of pleadings regarding the termination of the Debtors' supplemental 401(k) plan and turnover of those funds.

88. Necessity and Benefit to the Estates. These services were necessary to assist the Debtors with various employee benefit and pension matters.

89. Status. These matters will continue as the need arises.

90. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 0.3 hours during the Application Period for a total of \$148.50. The complete narrative, time detail of the hours incurred and the value of the matter by professional is attached hereto as Exhibit E.

**Q. Intellectual Property Matters.**

91. Description. MW has historically represented the Debtors in connection with various trademark and intellectual property matters. In addition, MW analyzed

issues and corresponded with the Debtors regarding the renewal or abandonment of various trademarks.

92. Necessity and Benefit to the Estates. These services were necessary to assist the Debtors with various intellectual property matters.

93. Status. These matters will continue as the need arises.

94. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 2.7 hours during the Application Period for a total of \$920.00. The complete narrative, time detail of the hours incurred and the value of the matter by professional is attached hereto as Exhibit E.

**R. Asset Sales.**

95. Description. MW assisted with the analysis of miscellaneous asset sales; and analyzed pleadings regarding the foregoing.

96. Necessity and Benefit to the Estates. These services were necessary to assist the Debtors with various asset sales.

97. Status. These matters will continue as the need arises.

98. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 2.1 hours during the Application Period for a total of \$804.50. The complete narrative, time detail of the hours incurred and the value of the matter by professional is attached hereto as Exhibit E.

**S. Schimenti Construction Litigation.**

99. Description. MW assisted with the, inter alia, the research, analysis, drafting and filing of a motion to dismiss; prepared for and participated in hearings; analyzed documents and pleadings and handled issues regarding Schimenti's district court appeal; and corresponded with the Debtors and defendant's counsel regarding the foregoing.

100. Necessity and Benefit to the Estates. These services were necessary to assist the Debtors in prosecuting litigation filed against Schimenti as well as defending the Debtors in litigation filed by Schimenti against the Debtors.

101. Status. These matters will continue as the need arises.

102. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 71.6 hours during the Application Period for a

total of \$27,278.00. The complete narrative, time detail of the hours incurred and the value of the matter by professional is attached hereto as Exhibit E.

**APPLICABLE LEGAL STANDARD**

103. The Bankruptcy Code sets forth the legal standards for awarding compensation to professionals employed by the debtor. The format for fee applications is set forth in the U.S. Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under section 330 of the Bankruptcy Code (the "Guidelines").

104. Under section 330 of the Bankruptcy Code, the Court may award counsel to the Debtors reasonable compensation for actual, necessary services rendered by such attorneys and paraprofessionals employed by such attorneys based on the nature, extent and value of the services rendered, time spent on such services and the cost of comparable services other than in a bankruptcy case. Furthermore, the Court may award reimbursement for actual, necessary expenses.

105. The expenses incurred by MW, as set forth herein, are reasonable and necessary charges for items including, but not limited to, photocopying, long distance telephone calls, messenger services, computer research, travel

expenses, overnight mail and court fees. Photocopy charges are assessed at ten cents (\$.10) per page, which MW believes to be competitive for professional firms in this geographic area. Some larger copy and mailing projects may have been performed at an outside copy center at a lower per page rate. In all cases, MW has passed through the costs of the outsourced copy or mailing projects to the estate without markup. MW incurred messenger service charges when such delivery was more economical or when prompt delivery was necessary in a given circumstance.

106. Under the "lodestar" approach, the Court should consider the number of hours of service reasonably devoted to the case multiplied by the attorney's reasonable rates. Courts frequently consider the specific "lodestar" factors enumerated in Johnson v. Georgia Highway Express, Inc., 488 F.2d 714 (5th Cir. 1974). These lodestar factors were adopted by the Fourth Circuit in Barber v. Kimbrells, Inc., 577 F.2d 216, 226 (4th Cir.), cert. denied, 439 U.S. 934 (1978), and in Anderson v. Morris, 658 F.2d 246, 249 (4th Cir. 1981), where the Fourth Circuit held that the district court should employ the lodestar approach, and then adjust the fee on the basis of the remaining Johnson factors in the case. The following are the Johnson factors:

- (a) the time and labor required;
- (b) the novelty and difficulty of the questions;
- (c) the skill requisite to perform the legal service properly;
- (d) the preclusion of other employment by the attorney due to acceptance of the case;
- (e) the customary fee;
- (f) whether the fee is fixed or contingent;
- (g) time limitations imposed by the client or the circumstances;
- (h) the amount involved and the results obtained;
- (i) the experience, reputation and ability of the attorneys;
- (j) the "undesirability" of the case;
- (k) the nature and length of the professional relationship with the client; and
- (l) awards in similar cases.

Johnson, 488 F.2d at 717-719; Barber, 577 F.2d at 226, n.28;  
Anderson, 658 F.2d at 248, n.2.

107. MW believes that the services rendered to the Debtors and the out-of-pocket expenses incurred therewith were both necessary and reasonable in view of the Debtors' obligations in these cases, and the size and complexity of these cases.

108. Moreover, MW has worked closely with the Debtors' other professionals to be very efficient and avoid the duplication of services in these chapter 11 cases.

109. MW is the largest law firm in the Commonwealth of Virginia and among the largest law firms in the country, and has substantial expertise in bankruptcy, business law, tax, commercial litigation and other substantive areas, which has allowed MW to effectively and efficiently address issues arising in a national bankruptcy case. Further, the rates charged by MW are significantly less than rates charged by other law firms in comparable national chapter 11 cases and MW's rates are consistent with rates charged to other clients in non bankruptcy matters.<sup>2</sup> MW has efficiently assisted the Debtors by employing a streamlined case management structure that generally consists of a core team with various other attorneys and paraprofessionals assigned to other discrete tasks to avoid the performance of duplicative or unnecessary work. MW believes the fees requested herein satisfy the Johnson factors as set forth above.

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<sup>2</sup> Douglas M. Foley is board certified by the American Board of Certification as a specialist in the field of Business Bankruptcy Law. See 11 U.S.C. § 330(a)(3)(E).

**SUMMARY OF EXHIBITS**

110. A proposed order approving the Application is attached hereto as Exhibit A.

111. Attached hereto as Exhibit B is a list of all attorneys and paraprofessionals who have worked on these cases, by name, year of admission (where applicable), hourly rate, hours expended on these cases, and total fees incurred.

112. Pursuant to the Interim Compensation Order, MW has received eighty-five percent (85%) of its monthly fees and one hundred percent (100%) of its monthly disbursements for services rendered in May, June and July 2010. In total, MW has received \$772,900.33 in fees and \$15,590.24 in disbursements during the Application Period. See Exhibit C attached hereto for a statement of those payments.

113. A summary of all actual and necessary expense disbursements is attached hereto as Exhibit D.

114. A chronological itemization of time categorized by task performed is attached hereto as Exhibit E. MW has made every effort to place all time entries in the proper service category; however, it should be noted that in some circumstances an entry could have been properly placed in more than one of the service categories. In such

circumstances, MW has used its best efforts to place the time entry in the service category that represents the primary purpose of the services rendered. Time entries do not appear in more than one service category.

**NOTICE**

115. Pursuant to the Interim Compensation Order, MW has served copies of the Application on the Notice Parties (as defined therein). In addition, MW has served notice of the hearing on the Application on the parties required by the Case Management Order. MW submits that no other or further notice need be given.

**WAIVER OF MEMORANDUM OF LAW**

116. Pursuant to Local Bankruptcy Rule 9013-1(G), and because there are no novel issues of law presented in this Application, the Debtors request that this Court waive the requirement that all motions be accompanied by a written memorandum of law.

**NO PRIOR REQUEST**

117. No prior request for the relief sought herein has been made to this Court in these bankruptcy cases. This is MW's seventh interim application for compensation and reimbursement of expenses.

WHEREFORE, MW respectfully requests that this Court enter an order, substantially in the form attached hereto as Exhibit A, (i) approving the compensation and reimbursement of expenses requested herein on an interim basis, (ii) authorizing and directing the Debtors to pay such amounts, and (iii) granting MW such other and further relief as is just and proper.

Dated: September 14, 2010      SKADDEN, ARPS, SLATE, MEAGHER & Richmond, Virginia      FLOM, LLP

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
One Rodney Square  
PO Box 636  
Wilmington, Delaware 19899-0636  
(302) 651-3000  
- and -  
Chris L. Dickerson, Esq.  
155 North Wacker Drive  
Chicago, Illinois 60606  
(312) 407-0700

MCGUIREWOODS LLP

/s/ Douglas M. Foley .  
Douglas M. Foley (VSB No. 34364)  
Sarah B. Boehm (VSB No. 45201)  
One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

Counsel for Debtors and Debtors  
in Possession

**EXHIBIT A**

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM, LLP  
One Rodney Square  
PO Box 636  
Wilmington, Delaware 19899-0636  
(302) 651-3000

Douglas M. Foley (VSB No. 34364)  
Sarah B. Boehm (VSB No. 45201)  
MCGUIREWOODS LLP  
One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

- and -

Chris L. Dickerson, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM, LLP  
155 North Wacker Drive  
Chicago, Illinois 60606  
(312) 407-0700

Counsel to the Debtors and  
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

----- x  
In re: : Chapter 11  
:   
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)  
et al., :  
:   
Debtors. : Jointly Administered  
----- x

**ORDER GRANTING SEVENTH INTERIM APPLICATION FOR COMPENSATION  
AND REIMBURSEMENT OF EXPENSES OF MCGUIREWOODS LLP,  
CO-COUNSEL TO THE DEBTORS, FOR SERVICES  
 RENDERED FROM MAY 1, 2010 THROUGH JULY 31, 2010**

Upon consideration of the Seventh Interim Application  
for Compensation and Reimbursement of Expenses of  
McGuireWoods LLP, Co-counsel to the Debtors, for Services  
Rendered from May 1, 2010 through July 31, 2010 (the

"Application"); and the Court having reviewed the Application and the Court having determined that the relief requested in the Application is necessary and appropriate; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

**ORDERED, ADJUDGED, AND DECREED that:**

1. The Application meets the requirements of the Bankruptcy Code and the compensation and reimbursement of expenses sought in the Application is both fair and reasonable.

2. The Application is hereby approved in its entirety, and compensation for the Application Period in the total amount of \$909,294.50 is hereby approved, and the Debtors are hereby authorized and directed to pay McGuireWoods LLP the unpaid portion of such compensation.

3. The reimbursement of expenses for the Application Period in the total amount of \$15,590.24 is hereby approved, and the Debtors are hereby authorized and directed to pay McGuireWoods LLP any unpaid portion of such reimbursements.

4. This Court will retain jurisdiction with respect to any dispute concerning the relief granted hereunder.

Dated: Richmond, Virginia

\_\_\_\_\_, 2010

---

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP  
One Rodney Square  
PO Box 636  
Wilmington, Delaware 19899-0636  
(302) 651-3000

- and -

Chris L. Dickerson, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP  
155 North Wacker Drive  
Chicago, Illinois 60606  
(312) 407-0700

- and -

/s/ Douglas M. Foley  
Douglas M. Foley (VSB No. 34364)  
Sarah B. Boehm (VSB No. 45201)  
MCGUIREWOODS LLP  
One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

Counsel to the Debtors and Debtors in Possession

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley

\17323500

**Summary of Timekeepers**

In re Circuit City Stores, Inc., et al.  
Case No. 08-35653 (Jointly Administered)

Name of Applicant: McGuireWoods LLP  
Role: Co-counsel to the Debtors

**First Interim Application:**

Fees Approved: \$896,193.25  
Expenses Approved: \$37,355.52

**Fourth Interim Application:**

Fees Approved: \$857,682.00  
Expenses Approved: \$24,808.40

**Seventh Interim Application:**

Fees Requested: \$ 909,294.50  
Expenses Requested: \$15,590.24

**Second Interim Application:**

Fees Approved: \$706,661.50  
Expenses Approved: \$9,794.66

**Fifth Interim Application:**

Fees Approved: \$715,884.50  
Expenses Approved: \$20,263.11

**Third Interim Application:**

Fees Approved: \$757,717.00  
Expenses Approved: \$25,549.27

**Sixth Interim Application:**

Fees Approved: \$886,018.50  
Expenses Approved: \$16,496.35

**Summary of Timekeepers**

<u>Attorneys</u>	<u>Year Admitted</u>	<u>2010 Rate</u>	<u>2010 Hours</u>	<u>Amount</u>
Ashcroft, Erin Q.	2007	\$330.00	114.4	\$ 37,752.00
Bell, Craig D.	1983	\$570.00	90.7	\$ 51,699.00
Blanks, Daniel F.	2002	\$415.00	452.8	\$ 187,912.00
Boehm, Sarah B.	2000	\$495.00	406.4	\$ 201,168.00
Foley, Douglas M.	1992	\$600.00	343.0	\$ 205,800.00
Gunlock, Matthew T.	2006	\$320.00	126.5	\$ 40,480.00
Owens, LaTisha S.	1997	\$510.00	2.0	\$ 1,020.00
Pittman, Edmund S.	1992	\$485.00	0.9	\$ 436.50
Smith, Douglas B.	2006	\$320.00	2.5	\$ 800.00
Stark, Bryan A.	2007	\$335.00	397.0	\$ 132,995.00
<b>ATTORNEY TOTALS:</b>			<b>1936.2</b>	<b>\$ 860,062.50</b>

**Summary of Timekeepers**

<u>Paraprofessionals and Contract Attorneys</u>	<u>2010 Rate</u>	<u>2010 Hours</u>	<u>Amount</u>
Lois E. Sisk	\$200.00	0.3	\$ 102.00
Martha Lynn Wigton	\$240.00	7.9	\$ 1,896.00
Linda J. Neilson	\$200.00	197.9	\$ 39,580.00
Karen B. Cain	\$215.00	35.6	\$ 7,654.00
<b>PARAPROFESSIONAL TOTALS:</b>		<b>241.7</b>	<b>\$ 49,232.00</b>
<b>TOTALS:</b>		<b>2177.9</b>	<b>\$ 909,294.50</b>
<b>BLENDED HOURLY RATE:</b>	<b>\$ 417.51</b>		

EXHIBIT C

Summary of Monthly Fee Statements

Period Covered	Total Fees Incurred	Total Fees Requested Pursuant to Interim Compensation Order	Fees Paid	Holdback	Total Expenses Incurred	Total Expenses Requested Pursuant to Interim Compensation Order	Expenses Paid	Holdback
May 1, 2010	\$256,343.00	\$217,891.55	\$217,891.55	\$38,451.45	\$3,634.72	\$3,634.72	\$3,634.72	\$0.00
May 31, 2010								
June 1, 2010	\$345,867.00	\$293,986.95	\$293,986.95	\$51,880.05	\$2,858.77	\$2,858.77	\$2,858.77	\$0.00
June 30, 2010								
July 1, 2010	\$307,084.50	\$261,021.83	\$261,021.83	\$46,062.68	\$9,096.75	\$9,096.75	\$9,096.75	\$0.00
July 31, 2010								
<b>TOTALS:</b>	<b>\$909,294.50</b>	<b>\$772,900.33</b>	<b>\$772,900.33</b>	<b>\$136,394.18</b>	<b>\$15,590.24</b>	<b>\$15,590.24</b>	<b>\$15,590.24</b>	<b>\$0.00</b>

**Summary of Expenses**

<u>Disbursement</u>	<u>Amount</u>
Copy Charges	\$1,629.40
Overnight Delivery	\$561.70
Telephone and Teleconference Charges	\$1,022.31
Computer Research	\$173.60
Working Meals	\$1,435.66
Travel	\$9,745.77
Court Costs	<u>\$1,021.80</u>
<b>TOTAL:</b>	<b>\$15,590.24</b>

**Exhibit E-1**

# McGRIEWOODS

Douglas M. Foley  
(804) 775-1150

One James Center  
901 East Cary Street  
Richmond, Virginia 23219-4030

June 8, 2010

REMITTANCE COPY  
PLEASE RETURN WITH PAYMENT  
DIRECT ACCOUNTING INQUIRIES TO (804) 775-1601 or (800) 775-2202

INVOICE NO. 91258456

Circuit City Stores, Inc.  
4951 Lake Brook Drive  
Glen Allen, VA 23060

TAX ID NO. 54-0505857

JOINT GROUP #2055557

Balance Forward from Prior Invoices: \$132,902.77  
*(IF BALANCE FORWARD PREVIOUSLY PAID, PLEASE DISREGARD)*

Current Invoice:	
Current Fees:	\$256,343.00
Current Disbursements:	<u>\$3,634.72</u>
Current Invoice Total:	<u>\$259,977.72</u>
Total Balance Due:	<u>\$392,880.49</u>

PLEASE REMIT PAYMENT TO THE FOLLOWING ADDRESS:

McGuireWoods LLP  
Attn: Accounts Receivable  
901 E. Cary Street  
Richmond, VA 23219-4030

PAYMENT IN FULL IS DUE UPON PRESENTATION

# McGUIREWOODS

Douglas M. Foley  
(804) 775-1150

One James Center  
901 East Cary Street  
Richmond, Virginia 23219-4030

June 8, 2010

Circuit City Stores, Inc.  
4951 Lake Brook Drive  
Glen Allen, VA 23060

Bill Through: 05/31/10

INVOICE NO. 91258456

TAX ID NO. 54-0505857

**FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED:**

Re: General Case Administration  
Our File No. 2055557-0010  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

05/05/10	Begin review of agenda for hearing items on May 11th Douglas M. Foley .60 hours at 600.00 per hour.	\$360.00
05/05/10	Work on omnibus hearing agenda (1.1); work on omnibus objection response chart for tracking updates (1.8) Karen B. Cain 2.90 hours at 215.00 per hour.	\$623.50
05/06/10	Telephone conferences with party regarding purchase of IP assets and e-mails with debtors' professionals regarding same Daniel F. Blanks .50 hours at 415.00 per hour.	\$207.50
05/06/10	Draft letter to police officer in Pennsylvania regarding donation of stolen Circuit City merchandise Bryan A. Stark .20 hours at 335.00 per hour.	\$67.00

Circuit City Stores Inc  
File Number: 2055557  
Invoice No. 91258456

Page 2  
June 8, 2010

05/07/10	Revise, finalize and file agenda for upcoming omnibus hearing and multiple calls and e-mails regarding status of various matters Sarah B. Boehm 1.40 hours at 495.00 per hour.	\$693.00
05/07/10	Review agenda and revise same and e-mails and telephone conferences with parties regarding same Daniel F. Blanks .50 hours at 415.00 per hour.	\$207.50
05/07/10	Prepare revisions to omnibus hearing agenda (2.3); e-mail to and from professionals regarding agenda revisions (.7); prepare omnibus hearing binders (1.6) Karen B. Cain 5.60 hours at 215.00 per hour.	\$1,204.00
05/10/10	Review materials and pleadings in preparation for omnibus hearings on May 11th and review agenda regarding same Douglas M. Foley 2.20 hours at 600.00 per hour.	\$1,320.00
05/10/10	Prepare for omnibus hearing and meeting with committee professionals, review documents and multiple calls and e-mails regarding same Sarah B. Boehm 1.20 hours at 495.00 per hour.	\$594.00
05/10/10	Review and prepare suggestion of bankruptcy Linda J. Neilson .50 hours at 200.00 per hour.	\$100.00
05/11/10	Prepare for and participate in omnibus hearing and review pleadings for matters on agenda Douglas M. Foley 2.30 hours at 600.00 per hour.	\$1,380.00
05/11/10	Prepare for and participate in omnibus hearing and finalize and submit multiple orders regarding same Sarah B. Boehm 2.30 hours at 495.00 per hour.	\$1,138.50
05/11/10	Review, analyze and file affidavits of service Bryan A. Stark 2.50 hours at 335.00 per hour.	\$837.50
05/11/10	Work on professionals' hearing binders (1.7); prepare exhibits for court review (.6); prepare meeting exhibits (2.4) Karen B. Cain 4.70 hours at 215.00 per hour.	\$1,010.50
05/12/10	Prepare for and participate in telephone call regarding case status Bryan A. Stark .60 hours at 335.00 per hour.	\$201.00

Circuit City Stores Inc  
File Number: 2055557  
Invoice No. 91258456

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June 8, 2010

05/13/10	Correspond with debtor regarding construction plans Bryan A. Stark .20 hours at 335.00 per hour.	\$67.00
05/17/10	Review and prepare responses to subpoenas and suggestion in bankruptcy (1.2); review and revise 5/20/10 hearing agenda and exhibits for filing (2.2) Linda J. Neilson 3.40 hours at 200.00 per hour.	\$680.00
05/20/10	Prepare for and participate in omnibus hearing regarding adjourned matters and review pleadings regarding same (.9); finalize and submit order establishing LG reserve and e-mails regarding same (.4) Sarah B. Boehm 1.30 hours at 495.00 per hour.	\$643.50
05/20/10	Prepare for and participate in May 20th hearing and e-mails and telephone conference with parties regarding same and review and analyze items regarding same and conferences regarding same Daniel F. Blanks 2.10 hours at 415.00 per hour.	\$871.50
05/20/10	Review, organize and prepare responses to garnishments and subpoena Linda J. Neilson 2.70 hours at 200.00 per hour.	\$540.00
05/21/10	Handle issues and multiple e-mails regarding board minutes and document database (.4); multiple calls to creditors and counsel regarding claims trading offers (.5) Sarah B. Boehm .90 hours at 495.00 per hour.	\$445.50
05/24/10	Correspondence to local governments regarding restitution checks and debtor in possession Daniel F. Blanks .80 hours at 415.00 per hour.	\$332.00
05/25/10	Review and prepare responses to subpoena and garnishment requests Linda J. Neilson 1.20 hours at 200.00 per hour.	\$240.00
05/26/10	Review status of various matters pending before next omnibus hearing and upcoming claim objections and responses to adversary proceeding complaints and deadlines for various appeals Douglas M. Foley .90 hours at 600.00 per hour.	\$540.00
05/26/10	Finalize and file KCC affidavits of service Sarah B. Boehm .30 hours at 495.00 per hour.	\$148.50

Circuit City Stores Inc  
File Number: 2055557  
Invoice No. 91258456

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June 8, 2010

05/26/10 Review motion to file under seal and e-mail same to debtor's professional  
Bryan A. Stark .40 hours at 335.00 per hour. \$134.00

05/26/10 Review, organize and respond to subpoenas and requests for garnishments  
Linda J. Neilson 2.70 hours at 200.00 per hour. \$540.00

05/27/10 Finalize and file KCC affidavits of service and e-mails regarding same  
Sarah B. Boehm .30 hours at 495.00 per hour. \$148.50

05/27/10 Telephone call regarding store plans (.4); correspond with debtor regarding same (.2)  
Bryan A. Stark .60 hours at 335.00 per hour. \$201.00

05/27/10 Review and organize requests for garnishments and subpoenas  
Linda J. Neilson 1.60 hours at 200.00 per hour. \$320.00

05/28/10 Telephone call with debtors' professionals regarding ongoing projects  
Bryan A. Stark .40 hours at 335.00 per hour. \$134.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$600.00	6.0	\$3,600.00
Sarah B. Boehm	\$495.00	7.7	\$3,811.50
Daniel F. Blanks	\$415.00	3.9	\$1,618.50
Bryan A. Stark	\$335.00	4.9	\$1,641.50
Karen B. Cain	\$215.00	13.2	\$2,838.00
Linda J. Neilson	\$200.00	12.1	\$2,420.00
TOTAL FEES		47.8	\$15,929.50

Re: Restructuring and General Strategy  
Our File No. 2055557-0020  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

05/04/10 Review board materials, including wind down and tax update and amendments to post confirmation governing documents for oversite committee and trust  
Douglas M. Foley .90 hours at 600.00 per hour. \$540.00

Circuit City Stores Inc  
File Number: 2055557  
Invoice No. 91258456

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June 8, 2010

05/05/10	Prepare for and participate in board call regarding issues coming up for plan confirmation wind down analysis and post confirmation governance issues	Douglas M. Foley	1.70 hours at 600.00 per hour.	\$1,020.00
05/10/10	Review materials for meetings with creditors committee and CRO relating to plan confirmation issues and post confirmation protocol (.9); meetings with client and debtors' professionals in preparation for omnibus hearing on May 11th and meeting with creditors committee, creditors committee professionals and CRO (.9)	Douglas M. Foley	2.80 hours at 600.00 per hour.	\$1,680.00
05/11/10	Meetings with client and co-counsel regarding status of plan confirmation issues and liquidating trust agreement and bylaws	Douglas M. Foley	1.10 hours at 600.00 per hour.	\$660.00
05/11/10	Prepare for and participate in meeting with committee professionals	Sarah B. Boehm	3.80 hours at 495.00 per hour.	\$1,881.00
05/12/10	Several e-mails and telephone conferences with client and co-counsel regarding issues relating to post confirmation governance and employee issues	Douglas M. Foley	.90 hours at 600.00 per hour.	\$540.00
05/13/10	E-mails and telephone conferences with client and co-counsel regarding status of resolution of tax issues and potential claims under insurance policies	Douglas M. Foley	.40 hours at 600.00 per hour.	\$240.00
05/17/10	E-mails regarding post confirmation governance issues and status of same with committee (.7); prepare for and participate in board meeting (1.0)	Douglas M. Foley	1.70 hours at 600.00 per hour.	\$1,020.00
05/18/10	E-mails regarding board governance issues and post confirmation trust agreement and bylaws	Douglas M. Foley	.70 hours at 600.00 per hour.	\$420.00
05/19/10	E-mails regarding status of corporate governance issues post confirmation	Douglas M. Foley	.70 hours at 600.00 per hour.	\$420.00

Circuit City Stores Inc  
File Number: 2055557  
Invoice No. 91258456

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June 8, 2010

05/26/10 Review e-mails regarding corporate governance issues and review black lines of bylaws and trust agreement and analyze issues regarding same and strategy going forward  
Douglas M. Foley 1.90 hours at 600.00 per hour. \$1,140.00

05/27/10 Prepare for and participate in telephone conference with board relating to amendments and plat lines of trust agreement, bylaws and black line of plan of reorganization  
Douglas M. Foley 2.50 hours at 600.00 per hour. \$1,500.00

05/28/10 Prepare for and participate in telephone conference with board relating to post confirmation governance issues and resolution of outstanding disputes with creditor's committee  
Douglas M. Foley 1.60 hours at 600.00 per hour. \$960.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$600.00	16.9	\$10,140.00
Sarah B. Boehm	\$495.00	3.8	\$1,881.00
<b>TOTAL FEES</b>		<b>20.7</b>	<b>\$12,021.00</b>

**Re: Monthly Operating Reports**  
Our File No. 2055557-0060  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

05/17/10 Finalize and file monthly operating report and multiple e-mails regarding same  
Sarah B. Boehm .40 hours at 495.00 per hour. \$198.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Sarah B. Boehm	\$495.00	0.4	\$198.00
<b>TOTAL FEES</b>		<b>0.4</b>	<b>\$198.00</b>

**Re: Professional Retention/Fee Applications**  
Our File No. 2055557-0070  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

05/03/10 Multiple e-mails regarding monthly fee statement for CRO  
Sarah B. Boehm .20 hours at 495.00 per hour. \$99.00

Circuit City Stores Inc  
File Number: 2055557  
Invoice No. 91258456

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June 8, 2010

05/05/10 E-mails regarding distribution of monthly fee statements for CRO and Crowe Horwath  
Sarah B. Boehm .20 hours at 495.00 per hour. \$99.00

05/12/10 E-mails regarding finalization of monthly fee statement  
Douglas M. Foley .40 hours at 600.00 per hour. \$240.00

05/12/10 Finalize monthly fee statement and draft correspondence regarding same (.5); distribute monthly fee statements for other professionals and e-mails regarding same (.2)  
Sarah B. Boehm .70 hours at 495.00 per hour. \$346.50

05/13/10 Analyze documents and e-mails regarding monthly fee statements and e-mails regarding same  
Sarah B. Boehm .30 hours at 495.00 per hour. \$148.50

05/14/10 E-mails regarding monthly fee statements and related issues  
Sarah B. Boehm .20 hours at 495.00 per hour. \$99.00

05/17/10 Revise, finalize and submit Ernst&Young third supplemental employment order and e-mails regarding same (.3); review monthly fee statements and e-mails regarding same (.2)  
Sarah B. Boehm .50 hours at 495.00 per hour. \$247.50

05/18/10 Research and analyze issues regarding interim compensation procedures and e-mails regarding same  
Sarah B. Boehm .50 hours at 495.00 per hour. \$247.50

05/19/10 Analyze issues and e-mails regarding monthly payments to various professionals  
Sarah B. Boehm .40 hours at 495.00 per hour. \$198.00

05/20/10 Analyze issues regarding interim compensation procedures and monthly fee statements and e-mails regarding same  
Sarah B. Boehm .70 hours at 495.00 per hour. \$346.50

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$600.00	0.4	\$240.00
Sarah B. Boehm	\$495.00	3.7	\$1,831.50
TOTAL FEES		4.1	\$2,071.50

Re: Creditors Committee  
Our File No. 2055557-0080  
Circuit City Contact Katie Bradshaw

Circuit City Stores Inc  
File Number: 2055557  
Invoice No. 91258456

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June 8, 2010

McGuireWoods Contact      Douglas M. Foley

05/12/10 E-mails regarding responses to subpoenas for insurance policies and board activity  
Douglas M. Foley .30 hours at 600.00 per hour. \$180.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$600.00	0.3	\$180.00
TOTAL FEES		0.3	\$180.00

**Re: Automatic Stay**  
Our File No. 2055557-0090  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

05/18/10 Correspondence regarding subpoenas and other documentation regarding same and automatic stay  
Daniel F. Blanks .60 hours at 415.00 per hour. \$249.00

05/25/10 E-mails with client and others regarding subpoenas and other information  
Daniel F. Blanks 1.50 hours at 415.00 per hour. \$622.50

05/27/10 Correspondence regarding subpoenas and garnishments  
Daniel F. Blanks .80 hours at 415.00 per hour. \$332.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Daniel F. Blanks	\$415.00	2.9	\$1,203.50
TOTAL FEES		2.9	\$1,203.50

**Re: Litigation**  
Our File No. 2055557-0150  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

05/03/10 Several e-mails and review drafts of agreements relating to settlement of claims relating to 502(d) appeal (.1.3); review documents relating to settlement with Slam Brands, Inc. and e-mails regarding same (.4)  
Douglas M. Foley 1.70 hours at 600.00 per hour. \$1,020.00

Circuit City Stores Inc  
File Number: 2055557  
Invoice No. 91258456

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June 8, 2010

05/03/10	Analyze issues and settlement proposals and multiple e-mails regarding status of appeals (.8); draft, finalize and file notice and motion to shorten notice and motion for expedited regarding Mitsubishi settlement and multiple calls and e-mails regarding same (2.8) Sarah B. Boehm 3.60 hours at 495.00 per hour.	\$1,782.00
05/03/10	Correspond with debtors' professionals and debtors regarding preference complaints (.5); update complaint form with comments (.4) Bryan A. Stark .90 hours at 335.00 per hour.	\$301.50
05/04/10	E-mails with counsel for Creative Labs regarding status of discovery and potential settlement Douglas M. Foley .30 hours at 600.00 per hour.	\$180.00
05/04/10	Analyze issues and pleadings regarding staying appeal deadlines and settlement of various appeals and multiple calls and e-mails regarding same Sarah B. Boehm .60 hours at 495.00 per hour.	\$297.00
05/04/10	E-mails with Audiovox regarding preference and AR defenses and analyze issues regarding same and review materials regarding same Daniel F. Blanks .80 hours at 415.00 per hour.	\$332.00
05/04/10	Review and analyze contracts, correspondence and other compiled information relating to potential preference defendants (3.5); draft preference complaint (.8); correspond with debtor regarding same and status of preference complaints (.5); review pre-trial order to calendar dates (.3) Bryan A. Stark 5.10 hours at 335.00 per hour.	\$1,708.50
05/05/10	Review and analyze documentation regarding preference lawsuits (2.1); correspond with debtors' professionals regarding same (.3); review and research issues and update draft complaint (1.1) Bryan A. Stark 3.50 hours at 335.00 per hour.	\$1,172.50
05/05/10	Review Ryan Inc. complaint Erin Q. Ashcroft .70 hours at 330.00 per hour.	\$231.00

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05/06/10 Prepare for and participate in telephone conference regarding litigation strategy and status	Sarah B. Boehm .60 hours at 495.00 per hour.	\$297.00
05/06/10 E-mails with debtors' professionals and client regarding subpoenas regarding employees files and related issues	Daniel F. Blanks .80 hours at 415.00 per hour.	\$332.00
05/06/10 Review Ryan complaint	Erin Q. Ashcroft .40 hours at 330.00 per hour.	\$132.00
05/07/10 E-mails and telephone conferences with potential special counsel relating to anti-trust litigation and strategy (.9); e-mails with opposing counsel regarding Sharp Electronics complaint (.2); review draft of Active discovery (.4)	Douglas M. Foley 1.50 hours at 600.00 per hour.	\$900.00
05/07/10 Telephone conference with G. Epps regarding Signature Home motion for default judgment and related issues and multiple e-mails regarding same (.3); analyze and revise discovery and multiple e-mails regarding same (.8)	Sarah B. Boehm 1.10 hours at 495.00 per hour.	\$544.50
05/07/10 Revise preference complaint (.5); correspond with debtors' professionals and defendant's counsel regarding outstanding issues in adversary proceedings (.4); correspond with court and serve summons and complaint on defendant's counsel who agreed to accept service (.4)	Bryan A. Stark 1.30 hours at 335.00 per hour.	\$435.50
05/09/10 Draft motion to dismiss Ryan complaint	Erin Q. Ashcroft 3.60 hours at 330.00 per hour.	\$1,188.00
05/10/10 Analyze issues and potential settlement of Creative Labs adversary proceeding	Douglas M. Foley .40 hours at 600.00 per hour.	\$240.00
05/10/10 Meeting with debtor's professionals regarding Ryan hearing and 12(b)(6) motion (.2); revise 12(b)(6) motion (.5)	Erin Q. Ashcroft .70 hours at 330.00 per hour.	\$231.00

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05/11/10	Review proposals and participate in meeting with professionals regarding monetizing LCD flat panel litigation claims and timing of same	Douglas M. Foley	2.40 hours at 600.00 per hour.	\$1,440.00
05/11/10	Prepare for and participate in interviews with professionals regarding LCD flat panel antitrust litigation	Sarah B. Boehm	2.80 hours at 495.00 per hour.	\$1,386.00
05/11/10	E-mails with client and opposing counsel regarding final settlement, passing of deadlines and wiring instructions	Daniel F. Blanks	.80 hours at 415.00 per hour.	\$332.00
05/11/10	Review amended Ryan complaint (.2); research regarding time to file after amended complaint (.2); meeting with debtors professionals regarding affect of amended complaint (.2)	Erin Q. Ashcroft	.60 hours at 330.00 per hour.	\$198.00
05/12/10	Analyze designations regarding LG appeal and e-mails regarding same (.4); prepare for and participate in telephone conference regarding pending and future litigation matters (.8)	Sarah B. Boehm	1.20 hours at 495.00 per hour.	\$594.00
05/12/10	Draft settlement agreement resolving adversary proceeding	Bryan A. Stark	1.00 hours at 335.00 per hour.	\$335.00
05/12/10	Draft Ryan 12(b) (6) motion	Erin Q. Ashcroft	.90 hours at 330.00 per hour.	\$297.00
05/13/10	Finalize and file appellee designation regarding LG and review correspondence regarding same (.4); analyze InterTan documents and e-mails regarding same (.8)	Sarah B. Boehm	1.20 hours at 495.00 per hour.	\$594.00
05/13/10	E-mails with parties regarding discovery regarding adversary proceedings and related issues	Daniel F. Blanks	.70 hours at 415.00 per hour.	\$290.50
05/13/10	Review correspondence, research issues and draft settlement regarding adversary proceeding	Bryan A. Stark	2.10 hours at 335.00 per hour.	\$703.50

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05/14/10	Analyze pleadings and e-mails regarding Schimenti appeal (.3); analyze objections and subpoena and e-mails regarding same (.4); analyze issues and e-mails regarding pending and future litigation (.8) Sarah B. Boehm 1.50 hours at 495.00 per hour.	\$742.50
05/14/10	Review contract and finalize draft settlement agreement Bryan A. Stark 1.20 hours at 335.00 per hour.	\$402.00
05/17/10	Analyze documents regarding InterTan and multiple calls and e-mails regarding same (2.5); review and revise settlement agreement regarding adversary proceeding complaint and e-mails regarding same (.3) Sarah B. Boehm 2.80 hours at 495.00 per hour.	\$1,386.00
05/17/10	Finalize and serve discovery to Active and analyze issues regarding same Daniel F. Blanks .90 hours at 415.00 per hour.	\$373.50
05/17/10	Correspond with debtors' professionals regarding settlement agreement (.4); research and review settlement language and redraft agreement (1.9) Bryan A. Stark 2.30 hours at 335.00 per hour.	\$770.50
05/17/10	Review transcript from 4/29 hearing (.6); draft Ryan 12b6 (.5) Erin Q. Ashcroft 1.10 hours at 330.00 per hour.	\$363.00
05/18/10	E-mails regarding status of various adversary proceedings answers and motions to dismiss and service of summons Douglas M. Foley .70 hours at 600.00 per hour.	\$420.00
05/18/10	Correspond with debtors' professionals regarding settlement agreement (.4); review and revise settlement agreement (1.3) Bryan A. Stark 1.70 hours at 335.00 per hour.	\$569.50
05/18/10	Review transcript from 4/29 (.3); draft Ryan 12b6 motion (.7) Erin Q. Ashcroft 1.00 hours at 330.00 per hour.	\$330.00
05/19/10	Draft Ryan motion to dismiss Erin Q. Ashcroft 1.20 hours at 330.00 per hour.	\$396.00

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05/20/10	Conference regarding pending and future litigation and related issues and strategy Sarah B. Boehm 1.20 hours at 495.00 per hour.	\$594.00
05/20/10	Review and analyze defendant's preference analysis and responses to accounts receivable claims Bryan A. Stark .60 hours at 335.00 per hour.	\$201.00
05/20/10	Research regarding Texas law, injunctive relief and continue to draft motion to dismiss Erin Q. Ashcroft 1.60 hours at 330.00 per hour.	\$528.00
05/21/10	Prepare for and participate in telephone conference with counsel for LG and law clerk regarding further extension of briefing deadline and status report regarding dismissal of other appeals and multiple calls and e-mails regarding same Sarah B. Boehm 1.10 hours at 495.00 per hour.	\$544.50
05/21/10	Meet with debtors professionals regarding injunctive relief (.2); draft Ryan motion to dismiss (2.1); research regarding new injunction standard (.4) Erin Q. Ashcroft 2.70 hours at 330.00 per hour.	\$891.00
05/24/10	Analyze and revise pleadings regarding motion to dismiss and memorandum of law regarding USDR appeal and e-mails regarding same Sarah B. Boehm .60 hours at 495.00 per hour.	\$297.00
05/24/10	Review and analyze preference chart and other information regarding adversary proceeding Bryan A. Stark 1.00 hours at 335.00 per hour.	\$335.00
05/25/10	E-mails and telephone conference with opposing counsel regarding Creative Labs adversary proceeding Douglas M. Foley .40 hours at 600.00 per hour.	\$240.00
05/25/10	Multiple calls with district court clerk's office regarding motions to dismiss consolidated appeals, revise and file USDR motion and e-mails regarding same (.8); analyze Ryan appeal notice and e-mails regarding same (.3) Sarah B. Boehm 1.10 hours at 495.00 per hour.	\$544.50

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05/26/10 Prepare for and participate in litigation status call regarding strategy and upcoming preference complaints  
Sarah B. Boehm .70 hours at 495.00 per hour. \$346.50

05/27/10 Telephone conference with and e-mail to clerk's office regarding status of multiple appeals and analyze issues regarding same (.4); analyze and revise pleadings regarding Schimenti adversary proceeding and telephone conference regarding strategy regarding same (.9); review pleadings regarding dismissing Onkyo appeal and e-mails regarding same (.3)  
Sarah B. Boehm 1.60 hours at 495.00 per hour. \$792.00

05/27/10 Revise Ryan motion to dismiss and analyze issues regarding injunction standard  
Erin Q. Ashcroft 3.00 hours at 330.00 per hour. \$990.00

05/28/10 Analyze pleadings and e-mails regarding motions to dismiss  
Sarah B. Boehm .30 hours at 495.00 per hour. \$148.50

05/28/10 Research issues regarding timing of responses in district court  
Bryan A. Stark .80 hours at 335.00 per hour. \$268.00

05/28/10 Draft and revise Ryan motion to dismiss  
Erin Q. Ashcroft 2.00 hours at 330.00 per hour. \$660.00

05/31/10 Research injunctive relief as a cause of action  
Erin Q. Ashcroft .50 hours at 330.00 per hour. \$165.00

Timekeeper	Rate/Hr	Hours	Fees
Douglas M. Foley	\$600.00	7.4	\$4,440.00
Sarah B. Boehm	\$495.00	22.0	\$10,890.00
Daniel F. Blanks	\$415.00	4.0	\$1,660.00
Bryan A. Stark	\$335.00	21.5	\$7,202.50
Erin Q. Ashcroft	\$330.00	20.0	\$6,600.00
TOTAL FEES		74.9	\$30,792.50

Re: First Sterling Corp.  
Our File No. 2055557-0152

05/10/10 Analyze document preservation notice regarding Union Square lease litigation, handle issues and multiple e-mails regarding same  
Sarah B. Boehm .80

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05/11/10 Search for documents regarding legal hold .10  
Linda J. Neilson

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Sarah B. Boehm	\$495.00	0.8	\$396.00
Linda J. Neilson	\$200.00	0.1	\$20.00
<b>TOTAL FEES</b>		<b>0.9</b>	<b>\$416.00</b>

**Re: Vendor Matters**  
Our File No. 2055557-0170  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

05/14/10 E-mails with client regarding status of  
responses to various demand letters to vendors  
and response to same  
Douglas M. Foley .40 hours at 600.00 per hour. \$240.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$600.00	0.4	\$240.00
<b>TOTAL FEES</b>		<b>0.4</b>	<b>\$240.00</b>

**Re: Real Estate**  
Our File No. 2055557-0180  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

05/04/10 HQ Sale - Review e-mails from D. Miller and M.  
Pruitt  
Edmund S. Pittman .10 hours at 485.00 per hour. \$48.50

05/04/10 DR1 - E-mail correspondence with D. Miller  
.1); review letter of intent (.5)  
Matthew T. Gunlock .60 hours at 320.00 per hour. \$192.00

05/05/10 Research lease rejection and other issues  
(1.2); correspond with counsel to landlord  
regarding same (.4); correspond with debtors  
and counsel to landlord regarding building  
plans at former store location (.5)  
Bryan A. Stark 2.10 hours at 335.00 per hour. \$703.50

05/06/10 E-mails regarding sub-tenant and ground lease  
on DR1  
Douglas M. Foley .20 hours at 600.00 per hour. \$120.00

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05/06/10 DR1 - E-mail correspondence with D. Miller (.3); conference call with K. Grant and D. Miller (.4); prepare draft purchase agreement (2.3); review letter of intent in connection with preparation of purchase agreement (.4); review ground lease (.3)  
Matthew T. Gunlock 3.70 hours at 320.00 per hour. \$1,184.00

05/06/10 Correspond with counsel and debtor regarding renovations plan to Phoenix store  
Bryan A. Stark .40 hours at 335.00 per hour. \$134.00

05/07/10 DR1 - E-mail correspondence with bankruptcy counsel (.2); e-mail correspondence with D. Miller (.1); revise purchase agreement (.8); transmit purchase agreement to prospective purchaser (.1)  
Matthew T. Gunlock 1.20 hours at 320.00 per hour. \$384.00

05/10/10 Conference with M. Gunlock regarding sale of Deep Run III (.1); review e-mails from M. Gunlock regarding same (.2)  
Edmund S. Pittman .30 hours at 485.00 per hour. \$145.50

05/10/10 Florence, SC - E-mail correspondence with D. Miller and bankruptcy counsel regarding purchase agreement  
Matthew T. Gunlock .30 hours at 320.00 per hour. \$96.00

05/11/10 Florence, SC - Prepare draft of purchase agreement (2.0); transmit purchase agreement to D. Miller (.1)  
Matthew T. Gunlock 2.10 hours at 320.00 per hour. \$672.00

05/12/10 DR1 - E-mail correspondence with bankruptcy counsel  
Matthew T. Gunlock .20 hours at 320.00 per hour. \$64.00

05/17/10 E-mails with parties regarding possible owned real estate in North Carolina and analyze strategies regarding same and review items regarding same  
Daniel F. Blanks 1.10 hours at 415.00 per hour. \$456.50

05/17/10 Florence, SC - E-mail correspondence with D. Miller regarding purchase agreement (.3); review license agreement regarding assignments (.3); transmit purchase agreement to K. Wurtenberger (.3)  
Matthew T. Gunlock .90 hours at 320.00 per hour. \$288.00

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05/17/10	DR1 - E-mail correspondence with bankruptcy counsel regarding purchase agreement Matthew T. Gunlock .70 hours at 320.00 per hour.	\$224.00
05/17/10	Whitehall, PA - E-mail correspondence regarding deposit matters (.2); review letter regarding deposit matters (.2) Matthew T. Gunlock .40 hours at 320.00 per hour.	\$128.00
05/18/10	Sale of Deep Run I - Conference with M. Gunlock (.1); review e-mails from M. Gunlock (.1) Edmund S. Pittman .20 hours at 485.00 per hour.	\$97.00
05/18/10	DR1 - E-mail correspondence with purchaser, D. Miller and bankruptcy counsel (.8); review purchaser's comments to purchase agreement (1.0); telephone call with D. Miller regarding purchase agreement (.2) Matthew T. Gunlock 2.00 hours at 320.00 per hour.	\$640.00
05/18/10	Florence, SC - Telephone call with D. Miller regarding purchase agreement Matthew T. Gunlock .30 hours at 320.00 per hour.	\$96.00
05/19/10	DR1 - Telephone call with D. Miller (.3); review purchaser's comments to purchase agreement (.8); revise purchase agreement (.6) Matthew T. Gunlock 1.70 hours at 320.00 per hour.	\$544.00
05/19/10	Florence, SC - Telephone call with D. Miller (.2); telephone call and e-mail correspondence with K. Wurtenberger (.3); telephone call and e-mail correspondence with bankruptcy counsel (.6); revise purchase agreement (.4) Matthew T. Gunlock 1.50 hours at 320.00 per hour.	\$480.00
05/19/10	Whitehall, PA - Correspondence regarding deposit matters Matthew T. Gunlock .20 hours at 320.00 per hour.	\$64.00
05/20/10	Florence, SC - E-mail correspondence with purchaser (.3); review license agreement regarding assignments (.2); revise purchase agreement in connection with communications from bankruptcy counsel (.4) Matthew T. Gunlock .90 hours at 320.00 per hour.	\$288.00
05/21/10	Florence, SC - Telephone call with D. Miller regarding purchase agreement Matthew T. Gunlock .20 hours at 320.00 per hour.	\$64.00

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05/21/10 DR1 - Telephone call and e-mail correspondence with D. Miller regarding purchase agreement  
Matthew T. Gunlock .50 hours at 320.00 per hour. \$160.00

05/24/10 DR1 - Revise purchase agreement and transmit to purchaser  
Matthew T. Gunlock 1.40 hours at 320.00 per hour. \$448.00

05/25/10 Deep Run I - Review e-mail from M. Gunlock and conference with M. Gunlock regarding revised purchase contract  
Edmund S. Pittman .10 hours at 485.00 per hour. \$48.50

05/25/10 E-mails with client and potential buyer regarding available real estate and analyze issues regarding same  
Daniel F. Blanks .90 hours at 415.00 per hour. \$373.50

05/26/10 E-mails regarding potential sale of DR1 and potential buyers and e-mails with counsel regarding same  
Douglas M. Foley .50 hours at 600.00 per hour. \$300.00

05/26/10 E-mails regarding possible sale of real estate  
Daniel F. Blanks .50 hours at 415.00 per hour. \$207.50

05/27/10 Deep Run I - Review e-mails from M. Gunlock and D. Miller regarding bid procedures  
Edmund S. Pittman .20 hours at 485.00 per hour. \$97.00

05/27/10 DR1 - E-mail correspondence with D. Miller and bankruptcy counsel regarding purchase agreement (.6); review purchase agreement regarding preparation of sale motion and order (.4)  
Matthew T. Gunlock 1.00 hours at 320.00 per hour. \$320.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$600.00	0.7	\$420.00
Edmund S. Pittman	\$485.00	0.9	\$436.50
Daniel F. Blanks	\$415.00	2.5	\$1,037.50
Bryan A. Stark	\$335.00	2.5	\$837.50
Matthew T. Gunlock	\$320.00	19.8	\$6,336.00
TOTAL FEES		26.4	\$9,067.50

Re: Tax Matters  
Our File No. 2055557-0240  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

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05/03/10	Review Omni 37 brief on summary judgment relating to Section 505 issue Douglas M. Foley .90 hours at 600.00 per hour.	\$540.00
05/03/10	Review and analyze motion of Texas to compel payment of taxes and research issues regarding Texas tax law and other issues and draft response regarding same Daniel F. Blanks 4.20 hours at 415.00 per hour.	\$1,743.00
05/04/10	Review and analyze issues relating to Texas franchise tax issue and response to motion to compel and review and revise pleadings regarding same (1.3); e-mails regarding extension of time for New York state tax and finance department in response to omnibus objection to claims (.3) Douglas M. Foley 1.60 hours at 600.00 per hour.	\$960.00
05/04/10	Continue to draft, revise and file response to Texas motion to compel payment of taxes and continue to review and analyze items regarding same and research issues regarding same and conferences with D. Foley regarding same Daniel F. Blanks 2.30 hours at 415.00 per hour.	\$954.50
05/05/10	E-mails regarding resolution of various priority tax claims and omnibus Objection 37 Douglas M. Foley .70 hours at 600.00 per hour.	\$420.00
05/05/10	Multiple telephone conferences and e-mails with taxing authorities regarding resolution of tax claims and Omni 37 and related issues and review and analyze claims, documents, pleadings, charts and other materials regarding same and research issues regarding same Daniel F. Blanks 1.70 hours at 415.00 per hour.	\$705.50
05/06/10	Analyze issues relating to Texas franchise tax and potential resolution of same and telephone conference with opposing counsel regarding same in preparation for hearing on May 11th (2.9); e-mails regarding status of resolution of Henrico County claims and omnibus Objection 37 (.4) Douglas M. Foley 3.30 hours at 600.00 per hour.	\$1,980.00
05/06/10	Attention to state tax claims Craig D. Bell 1.80 hours at 570.00 per hour.	\$1,026.00

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05/06/10 Review and analyze tax claims and charts regarding tax claims and analyze issues regarding same and multiple telephone conferences and e-mails with parties regarding same  
Daniel F. Blanks 2.40 hours at 415.00 per hour. \$996.00

05/07/10 Numerous e-mails regarding finalization of settlement of Texas comptroller franchise tax issue and e-mails with client and opposing counsel regarding same  
Douglas M. Foley 1.70 hours at 600.00 per hour. \$1,020.00

05/07/10 Attention to Henrico County real property and TPP tax claims  
Craig D. Bell 2.40 hours at 570.00 per hour. \$1,368.00

05/07/10 Analyze claims and pleadings and multiple calls and e-mails with tax claimants regarding resolutions of tax claims included in Omni 37 and motion for partial summary judgment (.9); analyze issues and e-mails regarding unclaimed property claimant (.3)  
Sarah B. Boehm 1.20 hours at 495.00 per hour. \$594.00

05/07/10 Draft stipulation resolving issues regarding Texas and research issues regarding same and conferences with debtors' professionals regarding same and multiple telephone conferences and e-mails with taxing authorities regarding settling tax claims and related issues  
Daniel F. Blanks 3.50 hours at 415.00 per hour. \$1,452.50

05/10/10 Attention to Henrico County property tax claim and issues (1.6); review and respond to client e-mails (.2)  
Craig D. Bell 1.80 hours at 570.00 per hour. \$1,026.00

05/10/10 Continue tax claim resolutions regarding Omni 37, analyze documents, draft stipulations and multiple calls and e-mails regarding same  
Sarah B. Boehm 1.60 hours at 495.00 per hour. \$792.00

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05/10/10	Prepare for and participate in telephone conference with debtors' professionals and client regarding tax issues and strategies (.7); e-mails with debtors' professionals and opposing counsel regarding Omnibus 37 and related claims and resolving items regarding same (4.2)	Daniel F. Blanks 4.90 hours at 415.00 per hour.	\$2,033.50
05/11/10	Telephone conferences and meetings with creditors committee's professionals and debtors' professionals regarding status of Canadian tax issues and timing of resolution of same (1.2); e-mails and telephone conferences regarding resolution of DeSoto County tax claims (.5)	Douglas M. Foley 1.70 hours at 600.00 per hour.	\$1,020.00
05/11/10	Draft responses and objections to DeSoto discovery and telephone conferences with counsel regarding same and resolution of claims regarding same (1.6); continue resolution of tax claims and e-mails and telephone conferences with parties regarding same (1.1)	Daniel F. Blanks 2.70 hours at 415.00 per hour.	\$1,120.50
05/12/10	Several e-mails regarding resolution of claims objected to under omnibus Objection 37, including DeSoto County, Fredericksburg and Henrico and review documents regarding same	Douglas M. Foley 1.20 hours at 600.00 per hour.	\$720.00
05/12/10	Prepare for and participate in telephone conference with counsel for multiple taxing authorities regarding potential settlement of Omni 37 and motion for summary judgment (1.5); continue tax claim resolutions, analyze claims and pleadings, revise stipulation and multiple calls and e-mails regarding same (1.7)	Sarah B. Boehm 3.20 hours at 495.00 per hour.	\$1,584.00
05/12/10	Continue resolution of tax claims and multiple e-mails and telephone conferences regarding same and draft stipulations and review and analyze claims, charts, pleadings, and other documentation regarding same and research issues regarding same	Daniel F. Blanks 3.50 hours at 415.00 per hour.	\$1,452.50

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05/13/10 Telephone conferences and e-mails regarding Canadian and French tax issues and ramifications of same regarding possible claims Douglas M. Foley 1.20 hours at 600.00 per hour. \$720.00

05/13/10 Continue Omni 37 resolutions regarding motion for summary judgment, analyze documents and objections and multiple calls and e-mails regarding same (.6); draft, finalize and file notice of adjourned hearing regarding motion for summary judgment on Omni 37 and multiple e-mails regarding same (.6) Sarah B. Boehm 2.20 hours at 495.00 per hour. \$1,089.00

05/13/10 Continue resolution of taxes and e-mails and telephone conferences with taxing authorities regarding resolution of claims and review and analyze claims, pleadings, charts, and other material regarding same Daniel F. Blanks 2.60 hours at 415.00 per hour. \$1,079.00

05/14/10 Analyze issues relating to business personal property taxes and omnibus Objection 37 and analyze issues regarding same with client and co-counsel Douglas M. Foley 1.30 hours at 600.00 per hour. \$780.00

05/14/10 Respond to client e-mails on state tax matter Craig D. Bell .50 hours at 570.00 per hour. \$285.00

05/14/10 Continue claim resolutions regarding Omni 37 tax claims and motion for summary judgment, analyze documents and multiple calls and e-mails regarding same Sarah B. Boehm .90 hours at 495.00 per hour. \$445.50

05/14/10 Prepare for and participate in telephone conference regarding Texas and e-mails regarding same Daniel F. Blanks .40 hours at 415.00 per hour. \$166.00

05/16/10 E-mails and analysis regarding resolution of various responses to Omnibus 37 tax claim objection Douglas M. Foley .90 hours at 600.00 per hour. \$540.00

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05/16/10 E-mails with D. Foley regarding taxes under objection and related issues regarding strategies regarding resolution and review and analyze claims, charts and other items regarding same  
Daniel F. Blanks 1.40 hours at 415.00 per hour. \$581.00

05/17/10 Multiple telephone conferences and e-mails with parties regarding tax claims, strategies for resolution and related issues and review and analyze claims, pleadings, charts, and other materials regarding same and analyze payment of certain other taxes and strategies regarding same  
Daniel F. Blanks 2.10 hours at 415.00 per hour. \$871.50

05/18/10 Review issues relating to omnibus Objection 37 and resolution of same and issues relating to Texas tax claims  
Douglas M. Foley .90 hours at 600.00 per hour. \$540.00

05/18/10 Attention to Texas state tax claim and preliminary analysis of same  
Craig D. Bell 3.80 hours at 570.00 per hour. \$2,166.00

05/18/10 Draft and revise stipulations regarding tax claims and research issues regarding same and continue resolution of tax claims and multiple telephone conferences with parties regarding same  
Daniel F. Blanks 2.20 hours at 415.00 per hour. \$913.00

05/19/10 E-mails regarding status of tying up resolution of Canadian and French tax issues  
Douglas M. Foley .80 hours at 600.00 per hour. \$480.00

05/19/10 Review client e-mail and SLB TAM from IRS  
Craig D. Bell .90 hours at 570.00 per hour. \$513.00

05/19/10 Analysis of Texas state tax issue (2.4); review multiple e-mails from client and client's accounting firm (.9)  
Craig D. Bell 3.30 hours at 570.00 per hour. \$1,881.00

05/19/10 Continue resolution of tax claims and draft stipulations regarding same and strategies regarding Henrico and Texas and other issues  
Daniel F. Blanks 3.60 hours at 415.00 per hour. \$1,494.00

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05/20/10 E-mails regarding status of payment on Texas tax claims and resolution of same  
Douglas M. Foley .30 hours at 600.00 per hour. \$180.00

05/20/10 Conference call with client representative and their accountants regarding state tax claims (.6); attention to same (.5); review analysis and relevant legal authorities pertaining to close of IRS audit and SLB issue (2.6)  
Craig D. Bell 3.70 hours at 570.00 per hour. \$2,109.00

05/21/10 E-mails and telephone conferences with parties regarding tax stipulations and resolutions regarding same and analyze strategies and issues regarding same  
Daniel F. Blanks 2.40 hours at 415.00 per hour. \$996.00

05/24/10 Multiple telephone conferences and e-mails with debtors' professionals and taxing authorities regarding objections to tax claims and other items and resolution of tax issues  
Daniel F. Blanks 2.30 hours at 415.00 per hour. \$954.50

05/25/10 Review SLB audit documents and workpapers to determine availability of records to support refund claim (2.3); review IRS RARs and rebuttals (1.9)  
Craig D. Bell 4.20 hours at 570.00 per hour. \$2,394.00

05/26/10 Analyze issues relating to resolution of Omni 37 tax claim objections and legal strategy relating to summary judgment motion (.9); e-mails regarding Texas tax claims and penalty and interests calculation and analyze same (.4)  
Douglas M. Foley 1.30 hours at 600.00 per hour. \$780.00

05/26/10 Analysis of IRS audit positions and TAM positions on SLB issue for tax refund claim  
Craig D. Bell 3.60 hours at 570.00 per hour. \$2,052.00

05/27/10 Detailed review of SLB transaction documents to evaluate federal tax refund sought by client  
Craig D. Bell 3.70 hours at 570.00 per hour. \$2,109.00

05/28/10 Continue evaluation of SLB tax refund claim for client  
Craig D. Bell 3.80 hours at 570.00 per hour. \$2,166.00

05/29/10 Continue draft response to Ryan's adversary proceeding  
Daniel F. Blanks 2.30 hours at 415.00 per hour. \$954.50

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Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$600.00	17.8	\$10,680.00
Craig D. Bell	\$570.00	33.5	\$19,095.00
Sarah B. Boehm	\$495.00	9.1	\$4,504.50
Daniel F. Blanks	\$415.00	44.5	\$18,467.50
TOTAL FEES		104.9	\$52,747.00

Re: Claims Administration

Our File No. 2055557-0250  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

05/03/10 E-mails regarding status of late claim resolutions (.3); e-mails regarding USDR settlement (.3)  
Douglas M. Foley .60 hours at 600.00 per hour. \$360.00

05/03/10 Revise, finalize and submit claim orders and multiple e-mails regarding same (.7); revise, finalize and file stipulations regarding Slam Brands and USDR and EMS regarding same (.7); continue claim objection resolutions, analyze documents and pleadings, review correspondence and adjourn chart and multiple calls and e-mails regarding same (2.9)  
Sarah B. Boehm 4.30 hours at 495.00 per hour. \$2,128.50

05/03/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, and other items regarding same and research issues regarding same (3.3); draft and revise and file motions to shorten and expedite issues with District Court appeals and related issues and e-mails with debtors' professionals regarding same (1.5)  
Daniel F. Blanks 4.80 hours at 415.00 per hour. \$1,992.00

05/03/10 Correspond with party regarding purchase of claim from creditor (.4); review and analyze creditors' proofs of claim and correspond with the debtors' professionals regarding the same (.8); review docket for objections to settlement agreements (.2); research registered agents and serve summons of adversary proceeding (1.1); correspond with the debtors' professionals regarding the same (.6); review, finalize and file settlement agreements and

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correspond with the debtors' professionals regarding the same (.6); review settlement agreements regarding status of appeals and adversary proceedings and correspond with the debtors' professionals regarding the same (.7)  
Bryan A. Stark 4.40 hours at 335.00 per hour.

\$1,474.00

05/03/10	Research regarding consequential damages and injury to business prospects Erin Q. Ashcroft 2.40 hours at 330.00 per hour.	\$792.00
05/03/10	Work on pending and resolved charts (1.2); review responses, stipulations and settlement agreements (1.1) Karen B. Cain 2.30 hours at 215.00 per hour.	\$494.50
05/04/10	Several telephone conferences and e-mails regarding appeals relating to 502(d) issue and review pleadings regarding extension of briefing schedule regarding same (.9); e-mails regarding resolution of late claim motions and strategy relating to same including Sennheiser (.6); e-mails regarding new omnibus claim objection filings and drafting pleadings regarding same (.7) Douglas M. Foley 2.20 hours at 600.00 per hour.	\$1,320.00
05/04/10	Analyze and revise response regarding Texas administrative expense request and multiple e-mails regarding same (.3); analyze issues and e-mails regarding Omni 70 and upcoming omnibus objections (.8) Sarah B. Boehm 1.10 hours at 495.00 per hour.	\$544.50
05/04/10	Prepare for conference call with debtors' professionals regarding seventieth omnibus objection to claims and strategies regarding same and continue resolution of claims and multiple telephone conferences and e-mails with debtors' professionals, creditors, and other parties regarding same and draft, revise, and file stipulations regarding same and develop strategies regarding same Daniel F. Blanks 6.30 hours at 415.00 per hour.	\$2,614.50

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05/04/10 Analyze proof of claim and correspond with party regarding transfer of the same (.5); correspond with the debtors' professionals regarding the same (.2); research and draft consent motion for extension of time for appeals in the district court (2.0); correspond with the debtors' professionals regarding the same (.7)  
Bryan A. Stark 3.40 hours at 335.00 per hour. \$1,139.00

05/04/10 Meetings with debtors professionals regarding consequential damages exclusions and response to complaint and research regarding collateral damages  
Erin Q. Ashcroft 3.80 hours at 330.00 per hour. \$1,254.00

05/04/10 Analyze court filings for responses to and settlements of omnibus objections (1.9); work on pending and resolved tracking charts (1.2)  
Karen B. Cain 3.10 hours at 215.00 per hour. \$666.50

05/05/10 Numerous e-mails with client and co-counsel regarding status of various creditor reconciliation issues and potential error claims and set-off claims (1.4); e-mails regarding and review of documents relating to extension of time to file opening briefs on appeal of 502(d) issue (.4)  
Douglas M. Foley 1.80 hours at 600.00 per hour. \$1,080.00

05/05/10 Analyze issues and documents and multiple calls and e-mails regarding claim objection matters and upcoming status hearing  
Sarah B. Boehm 1.40 hours at 495.00 per hour. \$693.00

05/05/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and draft and revise stipulations and other documents regarding same and research issues regarding same  
Daniel F. Blanks 1.90 hours at 415.00 per hour. \$788.50

05/05/10 Review, finalize and file notices of settlement and arrange for service of the same (.7); correspond with the debtors' professionals and creditors' counsel regarding the same (.4); finalize and file motion to extend time in district court appeal (.6); correspond with the debtors' professionals and chambers regarding the same (.4)  
Bryan A. Stark 2.10 hours at 335.00 per hour. \$703.50

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05/05/10	Draft objections to Chase Bank claim Erin Q. Ashcroft 2.10 hours at 330.00 per hour.	\$693.00
05/06/10	Draft, revise, finalize and file multiple omnibus claim objections, exhibits and notices, analyze claims and multiple calls and e-mails regarding same Sarah B. Boehm 5.10 hours at 495.00 per hour.	\$2,524.50
05/06/10	Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, and other items regarding same and research issues regarding same and draft and file stipulations regarding same Daniel F. Blanks 4.70 hours at 415.00 per hour.	\$1,950.50
05/06/10	Review omnibus objections and forward copies to the debtors' professionals (.5); prepare for and participate in telephone call regarding claims and other matters (.7); review, analyze and provide comments on various omnibus objections (1.4); draft notices of omnibus objections (.8); correspond with the debtors' professionals regarding omnibus objections and filing of the same (1.2); finalize omnibus objections and prepare for filing (.8) Bryan A. Stark 5.40 hours at 335.00 per hour.	\$1,809.00
05/06/10	Draft objections to Chase Bank amended claim Erin Q. Ashcroft 2.20 hours at 330.00 per hour.	\$726.00
05/06/10	Analyze claim responses and omnibus objection orders (1.4); work on tracking charts of resolved and pending claims (2.3) Karen B. Cain 3.70 hours at 215.00 per hour.	\$795.50
05/07/10	Review drafts of pleadings for numerous additional omnibus objections 71, 72, 73, 74 and 75 and e-mails with debtors' professionals regarding same Douglas M. Foley 2.60 hours at 600.00 per hour.	\$1,560.00
05/07/10	Draft, revise, finalize and file multiple omnibus objections and notices and multiple calls and e-mails regarding same (2.7); continue claim objection matters, review pleadings and adjourn chart and multiple calls and e-mails regarding same (1.1) Sarah B. Boehm 3.80 hours at 495.00 per hour.	\$1,881.00

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05/07/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other materials regarding same and research issues regarding same  
Daniel F. Blanks 3.30 hours at 415.00 per hour. \$1,369.50

05/07/10 Review and analyze omnibus objections and prepare for filing (.9); draft notices of omnibus objections and prepare for filing (.6); correspond with the debtors' professionals regarding omnibus objections and other issue (.7)  
Bryan A. Stark 2.40 hours at 335.00 per hour. \$804.00

05/07/10 Research regarding elements for injunctive relief (.4); e-mail with debtor's professionals regarding Ryan deposition (.3); draft objections to Chase Bank amended claim (2.3); research regarding enforceability of liability limitations in NY (.9); meet with regarding stipulations (.4)  
Erin Q. Ashcroft 4.30 hours at 330.00 per hour. \$1,419.00

05/07/10 Analyze omnibus objection orders (.6); work on charts of pending and resolved claims (1.3)  
Karen B. Cain 1.90 hours at 215.00 per hour. \$408.50

05/08/10 Work on resolved and pending charts of responses  
Karen B. Cain 1.10 hours at 215.00 per hour. \$236.50

05/09/10 Draft Shasta stipulation  
Erin Q. Ashcroft 1.00 hours at 330.00 per hour. \$330.00

05/10/10 Analyze and revise adjourned claims chart and multiple calls and e-mails regarding status of various claim matters and exhibit to agenda (1.4); draft and revise multiple claim orders and multiple calls and e-mails regarding same and resolution of certain claims (.8); continue claim objection resolutions, analyze pleadings and review and revise stipulations and notices and multiple calls and e-mails regarding same (2.6)  
Sarah B. Boehm 4.80 hours at 495.00 per hour. \$2,376.00

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05/10/10 Continue resolution of claims and multiple telephone conferences and e-mails with claimants regarding same and review and analyze claims, pleadings, documents, charts, and other information regarding same and research issues regarding same  
Daniel F. Blanks 3.70 hours at 415.00 per hour. \$1,535.50

05/10/10 Review claims filed by various creditors and correspond with purchaser and the debtors' professionals regarding the same (.7); review docket for objections to notices of settlement (.2); review and finalize stipulation with creditor and file notice of the same (.5); review and analyze claims chart for updates and correspond with the debtors' professionals regarding the same (.6)  
Bryan A. Stark 2.00 hours at 335.00 per hour. \$670.00

05/10/10 Draft Fredericksburg stipulation  
Erin Q. Ashcroft 1.30 hours at 330.00 per hour. \$429.00

05/10/10 Review and revise tracking charts for omnibus objections  
Linda J. Neilson 2.70 hours at 200.00 per hour. \$540.00

05/11/10 Review materials and prepare for and participate in meeting with creditors committee and debtors' professionals regarding status of resolution of pending claim objections, forth coming claim objections and collection of accounts receivable  
Douglas M. Foley 2.30 hours at 600.00 per hour. \$1,380.00

05/11/10 Finalize and submit multiple claim orders and e-mails regarding same (.6); multiple e-mails regarding resolution of multiple claims and upcoming status hearings (.4)  
Sarah B. Boehm 1.00 hours at 495.00 per hour. \$495.00

05/11/10 Draft response to Site A and research issues regarding same and review and analyze claims, pleadings, documents and other materials regarding same (.80); continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, and other items regarding same (1.3)  
Daniel F. Blanks 2.10 hours at 415.00 per hour. \$871.50

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05/11/10	Review and analyze local rules for extensions of time regarding deadlines in the district court (.5); correspond with the debtors' professionals regarding the same (.3); draft consent motion to extend deadlines and order granting the same regarding motions to dismiss and other briefing in bankruptcy appeals in the district court (1.7); prepare exhibits for the same (.5); correspond with the debtors' professionals regarding comments, updates, and timing for filing of consent motion (.6)	Bryan A. Stark    3.60 hours at    335.00 per hour.	\$1,206.00
05/11/10	Review and revise tracking charts for omnibus objections (2.9); research and draft Exhibit A to 5/20/10 hearing agenda (3.2)	Linda J. Neilson    6.10 hours at    200.00 per hour.	\$1,220.00
05/12/10	E-mails regarding status of resolution of late claim motions and late claim objections	Douglas M. Foley    .70 hours at    600.00 per hour.	\$420.00
05/12/10	Analyze and revise exhibit to agenda regarding status of all adjourned claims, review charts and multiple calls and e-mails regarding same (1.2); revise, finalize and submit claim order and e-mails regarding same (.3); continue claim objection matters, review documents and correspondence and multiple calls and e-mails regarding same (2.3)	Sarah B. Boehm    3.80 hours at    495.00 per hour.	\$1,881.00
05/12/10	Continued resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, and other items regarding same and research issues regarding same (3.3); continue review late claim and research informal proof of claim (.5)	Daniel F. Blanks    3.80 hours at    415.00 per hour.	\$1,577.00
05/12/10	Research issues regarding claims premised on personal injury litigation (2.8)	Bryan A. Stark    2.80 hours at    335.00 per hour.	\$938.00
05/12/10	Prepare tracking chart and binder for responses to Motion for Summary Judgment on 37th omnibus objection (1.6); review and revise Exhibit A to hearing agenda (1.4); review and revise tracking charts for omnibus objections (1.9)	Linda J. Neilson    4.90 hours at    200.00 per hour.	\$980.00

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05/13/10	E-mails regarding settlements relating to various claims including landlord claims and review documents regarding same (.7); e-mails regarding Paramount appeal on reclamation issue (.3); conference with counsel for Sennheiser regarding resolution of late claim motion for 503(b) (9) claim and general unsecured claim (.9)	Douglas M. Foley    1.90 hours at 600.00 per hour.	\$1,140.00
05/13/10	Analyze and revise exhibit to agenda regarding status of all adjourned claims, review pleadings and charts and multiple e-mails regarding same (.9); finalize and file Samsung settlement and e-mails regarding same (.4); continue claim objection resolutions, analyze issues and documents, review charts and multiple calls and e-mails regarding same (1.6)	Sarah B. Boehm    2.90 hours at 495.00 per hour.	\$1,435.50
05/13/10	Continue resolution of claims and telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, and other documents regarding same and analyze strategies regarding same	Daniel F. Blanks    1.50 hours at 415.00 per hour.	\$622.50
05/13/10	Correspond with the debtor regarding omnibus objection and discovery issue regarding the same (.5); research issue related to discovery and contract (.7); review and analyze notice of settlement agreement and correspond with the debtors' professionals regarding the same (.5); finalize and file notice of settlement agreement (.4)	Bryan A. Stark    2.10 hours at 335.00 per hour.	\$703.50
05/13/10	Prepare tracking chart and binder for responses to Motion for Summary Judgment on 37th omnibus objection (.9); review and revise Exhibit A to hearing agenda (.9); review and revise tracking charts for omnibus objections (1.2)	Linda J. Neilson    3.00 hours at 200.00 per hour.	\$600.00
05/14/10	E-mails regarding finalization and review of Weilder class settlement claim (.4); e-mails regarding resolution of objections based upon late claim filing and excusable neglect (.4)	Douglas M. Foley    .80 hours at 600.00 per hour.	\$480.00

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05/14/10 Draft notice, finalize and file settlement agreement regarding Fredericksburg and multiple e-mails regarding same and Weidler settlement (1.0); revise agenda and exhibit regarding claims status and multiple calls and e-mails regarding same (1.9); continue claim objection resolutions, research, analyze objections and correspondence, multiple calls and e-mails regarding same (2.5)	Sarah B. Boehm 5.40 hours at 495.00 per hour.	\$2,673.00
05/14/10 Review, analyze and provide comments on notice of settlement (.4); correspond with the debtors' professionals regarding outstanding omnibus objections (.4); review and analyze correspondence and correspond with creditor counsel regarding settlements (.5)	Bryan A. Stark 1.30 hours at 335.00 per hour.	\$435.50
05/14/10 Prepare Exhibit B to 5/20/10 hearing agenda regarding 37th omnibus objection responses (2.2); review and revise Exhibit A to hearing agenda (.8); review and revise tracking charts for omnibus objections (1.4)	Linda J. Neilson 4.40 hours at 200.00 per hour.	\$880.00
05/17/10 E-mails with client, creditors and debtors' professionals regarding status of hearing on May 20 and claims resolution settlements and procedures and analyze issues regarding same	Douglas M. Foley 2.30 hours at 600.00 per hour.	\$1,380.00
05/17/10 Revise, finalize and file settlement agreement and notice and multiple e-mails regarding same (.5); revise, finalize and file agenda and exhibits regarding adjourned claims and multiple calls and e-mails regarding status of various matters, analyze issues and pleadings regarding same (2.3); continue claim objection resolutions, draft and revise orders, analyze documents, and multiple calls and e-mails regarding same (2.6)	Sarah B. Boehm 5.40 hours at 495.00 per hour.	\$2,673.00
05/17/10 Continue resolution of claims and multiple telephone conversation and e-mails with parties regarding same and review and analyze documents, claims, pleadings, charts, and other materials regarding same and research issues regarding same	Daniel F. Blanks 3.90 hours at 415.00 per hour.	\$1,618.50

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05/17/10 Review and analyze proof of claim, omnibus objection, and response thereto (.5); correspond with claimant and debtors' professionals regarding resolution to omnibus objection (.6)  
Bryan A. Stark 1.10 hours at 335.00 per hour. \$368.50

05/18/10 Analyze claim orders and e-mails regarding same and updating adjourned chart (.3); continue claim objection resolutions, analyze documents and multiple calls and e-mails regarding same (2.2); analyze issues regarding Paramount appeal (.3)  
Sarah B. Boehm 2.80 hours at 495.00 per hour. \$1,386.00

05/18/10 Resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other materials regarding same and research issues regarding same  
Daniel F. Blanks 4.90 hours at 415.00 per hour. \$2,033.50

05/18/10 Draft notice of stipulation, finalize stipulation and file with court (.8); review omnibus objection and correspondence with creditors' counsel regarding the same (.4); correspond with claimant counsel regarding settlement of omnibus objection (.4)  
Bryan A. Stark 1.60 hours at 335.00 per hour. \$536.00

05/18/10 Review and revise tracking charts for omnibus objections  
Linda J. Neilson 2.30 hours at 200.00 per hour. \$460.00

05/19/10 Continue claim objection resolutions, analyze documents and adjourn chart regarding late claims and multiple calls and e-mails regarding same (2.6); analyze adjourned claims and chart regarding same and prepare for omnibus hearing regarding claims status (.9)  
Sarah B. Boehm 3.50 hours at 495.00 per hour. \$1,732.50

05/19/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and analyze claims, pleadings, charts, and other materials regarding same and research issues regarding same  
Daniel F. Blanks 4.60 hours at 415.00 per hour. \$1,909.00

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05/19/10 Review and analyze draft notices of settlement and settlement agreements (.1.1); correspond with the debtors' professionals regarding comments on the same (.5); finalize, file and arrange for service for the same (.8)  
Bryan A. Stark 2.40 hours at 335.00 per hour. \$804.00

05/19/10 Review and revise tracking charts for omnibus objections  
Linda J. Neilson 1.90 hours at 200.00 per hour. \$380.00

05/20/10 E-mails and review drafts of settlement agreements with various landlord claimants and analyze issues regarding same  
Douglas M. Foley .30 hours at 600.00 per hour. \$180.00

05/20/10 Prepare for and participate in omnibus hearing regarding omnibus claim objections and multiple calls and e-mails regarding same (2.5); continue claim objection resolutions, draft and submit orders and multiple calls and e-mails regarding same (.8); conference regarding future claim objections (.7)  
Sarah B. Boehm 4.00 hours at 495.00 per hour. \$1,980.00

05/20/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other materials regarding same and research issues regarding same  
Daniel F. Blanks 5.20 hours at 415.00 per hour. \$2,158.00

05/20/10 Review docket for objections to settlement agreements  
Bryan A. Stark .20 hours at 335.00 per hour. \$67.00

05/20/10 Review and revise tracking charts for omnibus objections  
Linda J. Neilson .50 hours at 200.00 per hour. \$100.00

05/21/10 Continue claim objection resolutions, analyze documents, draft orders, revise and circulate stipulations, review and revise adjourn chart, analyze late claims and strategy, and multiple calls and e-mails regarding same  
Sarah B. Boehm 4.70 hours at 495.00 per hour. \$2,326.50

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05/21/10 Continued resolution of claims and multiple telephone conferences and e-mails with parties regarding same and analyze strategies regarding same and draft, file and negotiate stipulations regarding same and research issues regarding same  
Daniel F. Blanks 4.30 hours at 415.00 per hour. \$1,784.50

05/21/10 Review and analyze documentation and correspondence and correspond with the debtors' professionals regarding status of negotiations (1.4); analyze status of negotiations and telephone calls and negotiate with claimant regarding omnibus objection (2.1)  
Bryan A. Stark 3.50 hours at 335.00 per hour. \$1,172.50

05/24/10 E-mails regarding finalization and stipulations resolving various claims and motions and review same  
Douglas M. Foley .80 hours at 600.00 per hour. \$480.00

05/24/10 Continue claim objection resolutions, draft, finalize and file Sennheiser stipulation and notice, analyze late claims, multiple calls and e-mails regarding same (2.2); review claim orders and adjourn chart and multiple e-mails regarding same (.7); multiple calls and e-mails regarding status of various claim matters and upcoming claim objections (1.2)  
Sarah B. Boehm 4.10 hours at 495.00 per hour. \$2,029.50

05/24/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze charts, claims, and other documentation regarding same and research issues regarding same and draft and revise claim objections and other items regarding same  
Daniel F. Blanks 5.20 hours at 415.00 per hour. \$2,158.00

05/24/10 Review and analyze draft consent motion dismissing appeal (.4); correspond with the debtors' professionals and claimant counsel regarding district court procedures and comments on consent motion (1.1); draft memorandum in support of consent motion and update consent motion according to the same (1.8); finalize and file consent motion and memorandum in support and arrange for service (.7); review proof of claim regarding

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settlement agreement and correspond with the debtors' professionals regarding the same (.4); correspond with claimant counsel regarding settlement agreement (.4)

Bryan A. Stark 4.80 hours at 335.00 per hour. \$1,608.00

05/24/10 Review and revise tracking charts for omnibus objections  
Linda J. Neilson 1.70 hours at 200.00 per hour. \$340.00

05/25/10 E-mails regarding finalization of various stipulations resolving certain claims and motions and review same  
Douglas M. Foley .90 hours at 600.00 per hour. \$540.00

05/25/10 Continue claim objection resolutions, analyze documents, review pleadings for filing, draft orders and stipulations, multiple calls and e-mails regarding same (1.8); analyze and revise Chase claim objection, analyze documents and cases regarding same and telephone conference regarding same (1.1)  
Sarah B. Boehm 2.90 hours at 495.00 per hour. \$1,435.50

05/25/10 Continue research multiple issues regarding Chase and review and analyze items regarding same (1.9); continue resolution of claims and review and analyze claims, pleadings, charts, and other materials regarding same and research issues regarding same and draft stipulations regarding same (3.4)  
Daniel F. Blanks 5.30 hours at 415.00 per hour. \$2,199.50

05/25/10 Review and analyze motions to dismiss, memoranda in support, consent orders granting, local rules, and provide comments and edits (1.0); correspond with the debtors' professionals regarding consolidated appeals and filing of motions to dismiss (.5); correspond with creditors' counsel regarding stipulation regarding omnibus objection (.4); review and analyze responses, proofs of claim, and other filings regarding the same (.7); review, finalize and file notice of stipulation and arrange for service (.7)  
Bryan A. Stark 3.30 hours at 335.00 per hour. \$1,105.50

05/25/10 Review and revise tracking charts for omnibus objections  
Linda J. Neilson 1.60 hours at 200.00 per hour. \$320.00

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05/26/10	Prepare for and participate in claims status call regarding strategy and upcoming claim objections (.7); continue claim objection resolutions, draft orders and stipulations, finalize and file stipulation and notice, revise adjourned claims chart, analyze claims and pleadings, multiple calls and e-mails regarding same (3.7)	Sarah B. Boehm 4.40 hours at 495.00 per hour.	\$2,178.00
05/26/10	Continue resolution of claims and review and analyze claims, pleadings, charts, and other materials regarding same and research issues regarding same and draft stipulations regarding same and research analyses regarding same	Daniel F. Blanks 7.10 hours at 415.00 per hour.	\$2,946.50
05/26/10	Review correspondence file for executed stipulation (.4); correspond with the debtors' professionals regarding the same (.3); review and analyze draft settlement, file notice of the same and arrange for service (.6); draft notice of stipulation, file the same and arrange for service (.9); review docket for responses to notices of settlement (.2); review omnibus objection and accompanying documentation regarding legal claims (.7); correspond with the debtor and debtors' professionals regarding the same (.4); review filings and draft settlement agreement (.7)	Bryan A. Stark 4.20 hours at 335.00 per hour.	\$1,407.00
05/26/10	Retrieve and circulate Checkpoint proof of claims (.2); review and revise tracking charts for omnibus objections (1.6)	Linda J. Neilson 1.80 hours at 200.00 per hour.	\$360.00
05/27/10	Review status of Fuji Films 503(b)(9) claims and telephone conference with counsel regarding same (.7); e-mails with client regarding status of updated set off analysis (.6); e-mails regarding status of resolution of LG claims (.3)	Douglas M. Foley 1.60 hours at 600.00 per hour.	\$960.00
05/27/10	Review responses to omnibus objections and e-mails regarding adjourned chart updates (.9); continue claim objection resolutions, analyze pleadings and claims, revise order, multiple calls and e-mails regarding same (2.9)	Sarah B. Boehm 3.80 hours at 495.00 per hour.	\$1,881.00

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05/27/10 Continue resolution of claims and review and analyze claims, pleadings, charts, and other materials regarding same and research issues regarding same and draft stipulations regarding same and draft settlement analyses regarding same and analyze issues regarding same  
Daniel F. Blanks 6.30 hours at 415.00 per hour. \$2,614.50

05/27/10 Correspond with the debtors and debtors' professionals regarding objections to legal claims (.4); finalize, file and arrange for service consent motions to dismiss appeals (1.7); correspond with the debtors' professionals regarding the same (.4); correspond with the debtors' professionals regarding discovery responses (.2); telephone call with claimant regarding claim and other issues (.6); correspond with the debtors' professionals regarding claims and distribution (.3)  
Bryan A. Stark 3.60 hours at 335.00 per hour. \$1,206.00

05/28/10 Review and revise stipulations resolving various claims including Oncorp, Keic, Scroggin relating to omnibus objection claims number 39 and e-mails with debtor's regarding same  
Douglas M. Foley .90 hours at 600.00 per hour. \$540.00

05/28/10 Continue claim objection resolutions, analyze and revise stipulation, finalize and submit claim orders, review stipulations for filing, analyze opinion regarding class claims, analyze and revise adjourned claims chart and multiple calls and e-mails regarding same  
Sarah B. Boehm 3.90 hours at 495.00 per hour. \$1,930.50

05/28/10 E-mails with parties regarding stipulations and claims settlements and continue resolution of claims and review and analyze claims, pleadings, charts, and other materials regarding same and research issues regarding same and draft stipulations regarding same  
Daniel F. Blanks 5.80 hours at 415.00 per hour. \$2,407.00

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05/28/10 Review and analyze the Court's memorandum opinion on class claims (.4); research issues and draft settlement agreement regarding the forty-ninth omnibus objection (2.1); finalize and submit order approving settlement agreement (.4); correspond with the debtors' professionals and the court regarding the same (.3)

Bryan A. Stark 3.20 hours at 335.00 per hour. \$1,072.00

05/31/10 Continue resolution of claims and analyze claims, pleadings, charts, and other materials regarding same

Daniel F. Blanks 1.10 hours at 415.00 per hour. \$456.50

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$600.00	19.7	\$11,820.00
Sarah B. Boehm	\$495.00	73.1	\$36,184.50
Daniel F. Blanks	\$415.00	85.8	\$35,607.00
Bryan A. Stark	\$335.00	57.4	\$19,229.00
Erin Q. Ashcroft	\$330.00	17.1	\$5,643.00
Karen B. Cain	\$215.00	12.1	\$2,601.50
Linda J. Neilson	\$200.00	30.9	\$6,180.00
TOTAL FEES		296.1	\$117,265.00

Re: Disclosure Statement and Plan  
Our File No. 2055557-0270  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

05/03/10 Revise, finalize and file notice of continued confirmation hearing and e-mails regarding same  
Sarah B. Boehm .30 hours at 495.00 per hour. \$148.50

05/19/10 Analyze pleadings and e-mails regarding LG order establishing reserves  
Sarah B. Boehm .40 hours at 495.00 per hour. \$198.00

05/20/10 Draft, revise, finalize and file notice of continued hearing regarding confirmation and multiple e-mails regarding same  
Sarah B. Boehm .50 hours at 495.00 per hour. \$247.50

05/21/10 E-mails regarding revisions to bylaws and liquidating trust agreement and analyze issues regarding same  
Douglas M. Foley 1.30 hours at 600.00 per hour. \$780.00

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05/23/10 Review and revise bylaws and trust agreement and e-mails regarding status of post confirmation governance issues  
Douglas M. Foley 1.50 hours at 600.00 per hour. \$900.00

05/27/10 Numerous e-mails with committee's professionals and debtors' professionals regarding status of joint plan and resolution of post confirmation of governance issues and analyze same  
Douglas M. Foley 1.70 hours at 600.00 per hour. \$1,020.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$600.00	4.5	\$2,700.00
Sarah B. Boehm	\$495.00	1.2	\$594.00
TOTAL FEES		5.7	\$3,294.00

**Re: Employee Benefits/Pensions**  
Our File No. 2055557-0280  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

05/04/10 Analyze issues regarding service of supplemental 401k asset sale and e-mails regarding same  
Sarah B. Boehm .30 hours at 495.00 per hour. \$148.50

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Sarah B. Boehm	\$495.00	0.3	\$148.50
TOTAL FEES		0.3	\$148.50

**Re: Intellectual Property Matters**  
Our File No. 2055557-0310  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

05/04/10 E-mails with Ecuadorian agent regarding 800.COM registrations  
Douglas B. Smith .20 hours at 320.00 per hour. \$64.00

05/04/10 Send follow-up correspondence to Systemax regarding transfer of circuitcity.info  
Douglas B. Smith .20 hours at 320.00 per hour. \$64.00

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05/05/10 E-mails regarding finalization of Systemax transaction and domain name issues  
Douglas M. Foley .20 hours at 600.00 per hour. \$120.00

05/05/10 E-mails with L. Paul of Systemax regarding change in ownership of circuitcity.info and prepare change in ownership letter to be sent to Catalog.com  
Douglas B. Smith .70 hours at 320.00 per hour. \$224.00

05/13/10 E-mails with J. Peyton regarding transfer of circuitcity.info  
Douglas B. Smith .20 hours at 320.00 per hour. \$64.00

05/17/10 Obtain username and password for circuitcity.info, finalize and send letter  
Douglas B. Smith .30 hours at 320.00 per hour. \$96.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$600.00	0.2	\$120.00
Douglas B. Smith	\$320.00	1.6	\$512.00
TOTAL FEES		1.8	\$632.00

**Re: Schimenti Construction Litigation**  
**Our File No. 2055557-0323**

05/03/10 Review and analyze issues relating to Schimenti complaint and motion to dismiss and review preference exposure regarding same 1.40  
Douglas M. Foley

05/07/10 E-mails with counsel relating to Schimenti complaints and potential procedural consolidation .20  
Douglas M. Foley

05/13/10 Review and analyze correspondence, pleadings and complaint and research issues regarding motion to dismiss .80  
Bryan A. Stark

05/18/10 Research motion to dismiss issues and draft motion to dismiss complaint 3.10  
Bryan A. Stark

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05/19/10 Review and analyze Schimenti contracts (.1.1); research 12(b)(6) issues (.6); e-mail debtor regarding documents (.1); draft motion to dismiss (.5)  
Bryan A. Stark

05/20/10 Correspond with debtor regarding Schimenti contracts and support for motion to dismiss (.7); research issues regarding Rule 12(b)(6) (1.7); draft motion to dismiss (1.5)  
Bryan A. Stark

05/24/10 Research injunction issues (.6); draft motion to dismiss (.6)  
Bryan A. Stark

05/26/10 Research and draft 12(b)(6) motion to dismiss (2.7); correspond with debtors' professionals regarding research (.4)  
Bryan A. Stark

05/27/10 E-mails and analysis regarding motion to dismiss and memorandum in support thereof  
Douglas M. Foley

05/27/10 Research outstanding issues, review and revise motion to dismiss (2.3); correspond with debtors' professionals regarding draft and regarding standards for motion to dismiss (.8)  
Bryan A. Stark

05/28/10 Review and revise Rule 12(b)(6) motion and memorandum in support thereof and e-mails with debtor's professionals and client regarding same  
Douglas M. Foley

05/28/10 Research Rule 12(b)(6) issues regarding various causes of action (1.7); correspond with debtors' professionals regarding draft motion (.4); review, revise and update motion to dismiss (1.8)  
Bryan A. Stark

05/31/10 Review comments on draft motion and review complaint (.6); e-mail regarding same (.2)  
Bryan A. Stark

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$600.00	4.5	\$2,700.00
Bryan A. Stark	\$335.00	22.2	\$7,437.00

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TOTAL FEES 26.7 \$10,137.00

Disbursements and Other Expenses:

	Copy Charges	\$230.40
	Pacer Research	\$75.28
	Long Distance Telephone Charges	\$76.60
04/28/10	GENESYS CONFERENCING INC - Conference call hosted by Douglas M. Foley on 04/28/2010	\$20.91
04/29/10	GENESYS CONFERENCING INC - Conference call hosted by Douglas M. Foley on 04/29/2010	\$35.27
04/29/10	GENESYS CONFERENCING INC - Conference call hosted by Douglas M. Foley on 04/29/2010	\$46.38
05/06/10	FedEx Standard Overnight to Berwyn, PA - Tracking #: 447957298085	\$11.23
05/10/10	BIZPORT - LOGISTICS - Routine bike delivery on 4/27/10 to Tavernor and Baron	\$6.00
05/13/10	DOUGLAS M. FOLEY - Attend hearing and meetings with client 5/09; hotel, mileage	\$628.92
05/13/10	FedEx Standard Overnight to Fort Lauderdale, FL - Tracking #: 793539777310	\$10.73
05/14/10	BRYAN A. STARK - Filing fee 5/10	\$250.00
05/17/10	FedEx First Overnight to Wilmington, DE - Tracking #: 798670827926	\$51.16
05/18/10	FedEx First Overnight to Wilmington, DE - Tracking #: 793552595744	\$51.16
05/19/10	LASERSHIP INC - Delivery from McGuireWoods to US Bankruptcy Court 4-20-10	\$6.79
05/19/10	LASERSHIP INC - Delivery from McGuireWoods to USDC 4-9-10	\$5.32
05/20/10	LASERSHIP INC - Delivery from McGuireWoods to US Bankruptcy Court 4-27-10	\$9.49
05/20/10	LASERSHIP INC - Delivery from McGuireWoods to US Bankruptcy Court 5-14-10	\$5.34
05/21/10	BIZPORT - LOGISTICS - Routine bike delivery on 5/11/10 to Tavernor And Baron	\$6.00
05/21/10	BIZPORT - LOGISTICS - Routine bike delivery on 5/11/10 to US Bankruptcy Court	\$10.50
05/21/10	DOUGLAS M. FOLEY - Attend conference call with client 5/13	\$66.04
05/25/10	RESTAURANTEUR, INC. - Luncheon ordered 5/11/10	\$290.22
05/25/10	RESTAURANTEUR, INC. - Luncheon ordered 4/29/10	\$86.58
05/25/10	RESTAURANTEUR, INC. - Luncheon ordered 5/20/10	\$131.54
05/25/10	RESTAURANTEUR, INC. - Breakfast trays ordered 5/11/10	\$122.10
05/25/10	BIZPORT - LOGISTICS - Delivery from Mercer Trigiani to MW on 4/21/10	\$16.00
05/25/10	DANIEL F. BLANKS - Attend omni hearing and client meetings 5/19 - 5/20; hotel, meals, mileage	\$345.26

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05/26/10	SARAH B. BOEHM - Van services used for client hearings 5/11 and 5/20	\$725.00
05/26/10	J&J COURT TRANSCRIBERS INC - Professional Services - Federal Court 14-Day On 4/29/2010	\$250.75
05/26/10	J&J COURT TRANSCRIBERS INC - Professional Services - Federal Court 14- Day on 5/11/2010	\$63.75
	TOTAL EXPENSES	\$3,634.72

Summary of Fees and Expenses:

Total Fees for all Matters:	\$256,343.00
Total Expenses for all Matters:	<u>\$3,634.72</u>
Total for this Invoice:	<u>\$259,977.72</u>

**Exhibit E-2**

# McGUIREWOODS

Douglas M. Foley  
(804) 775-1150

One James Center  
901 East Cary Street  
Richmond, Virginia 23219-4030

July 12, 2010

REMITTANCE COPY  
PLEASE RETURN WITH PAYMENT  
DIRECT ACCOUNTING INQUIRIES TO (804) 775-1601 or (800) 775-2202

INVOICE NO. 91267086

Circuit City Stores, Inc.  
4951 Lake Brook Drive  
Glen Allen, VA 23060

TAX ID NO. 54-0505857

JOINT GROUP #2055557

Balance Forward from Prior Invoices: \$171,354.22  
*(IF BALANCE FORWARD PREVIOUSLY PAID, PLEASE DISREGARD)*

Current Invoice:	
Current Fees:	\$345,867.00
Current Disbursements:	<u>\$2,858.77</u>
<b>Current Invoice Total:</b>	<u>\$348,725.77</u>
Total Balance Due:	<u>\$520,079.99</u>

PLEASE REMIT PAYMENT TO THE FOLLOWING ADDRESS:

McGuireWoods LLP  
Attn: Accounts Receivable  
901 E. Cary Street  
Richmond, VA 23219-4030

PAYMENT IN FULL IS DUE UPON PRESENTATION

# McGUIREWOODS

Douglas M. Foley  
(804) 775-1150

One James Center  
901 East Cary Street  
Richmond, Virginia 23219-4030

July 12, 2010

Circuit City Stores, Inc.  
4951 Lake Brook Drive  
Glen Allen, VA 23060

Bill Through: 06/30/10

INVOICE NO. 91267086

TAX ID NO. 54-0505857

**FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED:**

**Re: General Case Administration**

Our File No. 2055557-0010  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

06/01/10 Analyze and revise agenda and multiple calls and e-mails regarding status of various matters Sarah B. Boehm .60 hours at 495.00 per hour.	\$297.00
06/02/10 Review agenda and conference with debtors' professionals regarding status of matters and related issues Daniel F. Blanks .50 hours at 415.00 per hour.	\$207.50
06/02/10 Prepare for and participate in telephone call with debtors' professionals regarding June 8, 2010 omnibus hearing and other matters (.8); resolve certain follow-up issues (.3); review draft versions of omnibus hearing agenda and versions of Exhibit A thereto (.5) Bryan A. Stark 1.60 hours at 335.00 per hour.	\$536.00
06/02/10 Review and revise exhibits to 6/8/10 hearing agenda and discussions regarding same Linda J. Neilson 1.50 hours at 200.00 per hour.	\$300.00

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06/03/10	Review and revise agenda for June 8, 2010 and Exhibit A relating thereto, including claim resolution matters and new claim objections going forward (.1.2); e-mails and telephone conferences with chambers regarding status of hearings for June 8, 2010 and mediation motion (.6)	Douglas M. Foley	1.80 hours at 600.00 per hour.	\$1,080.00
06/03/10	Review and provide comments to draft agenda and exhibits thereto (.6); correspond with debtors' professionals regarding same (.4); correspond with debtor regarding building plans (.2)	Bryan A. Stark	1.20 hours at 335.00 per hour.	\$402.00
06/03/10	Review and revise exhibits to 6/8/10 hearing agenda for filing on 6/4/10 (2.1); review, organize and prepare responses to garnishments requests and subpoenas (1.9)	Linda J. Neilson	4.00 hours at 200.00 per hour.	\$800.00
06/04/10	Review and finalize agenda for hearing on June 8th and e-mails with committee professionals and debtors professionals regarding same	Douglas M. Foley	1.60 hours at 600.00 per hour.	\$960.00
06/04/10	Review and provide comments on draft agenda and exhibits (.8); review, finalize and file same (.5); correspond with debtor regarding store plans and other issues (.4)	Bryan A. Stark	1.70 hours at 335.00 per hour.	\$569.50
06/04/10	Review, revise and prepare 6/8/2010 hearing agenda and exhibits (2.0); prepare documents for 6/8/10 hearing (1.8)	Linda J. Neilson	3.80 hours at 200.00 per hour.	\$760.00
06/06/10	Review agenda and pleadings for hearing on June 8th and prepare for same	Douglas M. Foley	2.20 hours at 600.00 per hour.	\$1,320.00
06/07/10	Review pleadings and agenda and prepare for omnibus hearing on June 8th regarding various matters	Douglas M. Foley	2.40 hours at 600.00 per hour.	\$1,440.00
06/07/10	Review, organize and prepare responses to garnishments requests	Linda J. Neilson	1.10 hours at 200.00 per hour.	\$220.00

06/08/10	Prepare for and review pleadings and attend omnibus hearings scheduled for June 8th Douglas M. Foley	2.70 hours at 600.00 per hour.	\$1,620.00
06/08/10	Participate in omnibus hearing and e-mails and telephone conferences with parties regarding same and review agenda and other items regarding same Daniel F. Blanks	.80 hours at 415.00 per hour.	\$332.00
06/08/10	Assist in preparation for omnibus hearing Bryan A. Stark	1.30 hours at 335.00 per hour.	\$435.50
06/08/10	Research DIVX (.4); review and prepare responses to garnishments and subpoena (1.7) Linda J. Neilson	2.10 hours at 200.00 per hour.	\$420.00
06/08/10	Work on hearing binders for professionals Karen B. Cain	1.20 hours at 215.00 per hour.	\$258.00
06/09/10	Meet with the debtors and debtors' professionals regarding various administration issues Bryan A. Stark	.70 hours at 335.00 per hour.	\$234.50
06/09/10	Review and organize responses to garnishments Linda J. Neilson	1.00 hours at 200.00 per hour.	\$200.00
06/10/10	Review, organize and prepare responses to garnishment requests (2.4); review draft 6/16 hearing agenda (.7) Linda J. Neilson	3.10 hours at 200.00 per hour.	\$620.00
06/11/10	E-mails regarding status of hearing agenda for June 16th and review same Douglas M. Foley	.70 hours at 600.00 per hour.	\$420.00
06/11/10	Review and provide comments on draft agenda Bryan A. Stark	.30 hours at 335.00 per hour.	\$100.50
06/11/10	Prepare and circulate 6/16/10 hearing agenda Linda J. Neilson	.40 hours at 200.00 per hour.	\$80.00
06/14/10	Correspondence regarding agenda for 6/16 hearing (.1); review, organize and prepare responses to garnishments (2.5) Linda J. Neilson	2.60 hours at 200.00 per hour.	\$520.00

06/15/10	Telephone conferences and e-mails with chamber's personnel relating to scheduling hearing on June 16th and status update relating to same and e-mails with debtors' professionals and committee professionals regarding same Douglas M. Foley .70 hours at 600.00 per hour.	\$420.00
06/15/10	Correspondence regarding hearing agenda for 6/16 (.2); review, organize and prepare responses to garnishments (1.1) Linda J. Neilson 1.30 hours at 200.00 per hour.	\$260.00
06/16/10	Prepare for, attend hearing and e-mails and telephone conferences with parties regarding same Daniel F. Blanks .80 hours at 415.00 per hour.	\$332.00
06/16/10	Review agenda and Exhibit A thereto and provide comments on same Bryan A. Stark .40 hours at 335.00 per hour.	\$134.00
06/16/10	Draft Exhibit A for 6/24/10 hearing agenda regarding omnibus objections claimants (2.0); review and prepare responses to garnishments (1.1) Linda J. Neilson 3.10 hours at 200.00 per hour.	\$620.00
06/17/10	Review and comment on draft Exhibit A to agenda Bryan A. Stark .20 hours at 335.00 per hour.	\$67.00
06/17/10	Review, revise and circulate 6/24/10 hearing agenda and exhibit (1.3); review and organize requests for garnishment (1.5) Linda J. Neilson 2.80 hours at 200.00 per hour.	\$560.00
06/18/10	Review draft agenda and Exhibit A and provide updates Bryan A. Stark .40 hours at 335.00 per hour.	\$134.00
06/18/10	Review and prepare responses to subpoena and garnishments (1.2); review and revise 6/24/10 hearing agenda and Exhibit A (1.6); review, organize and prepare documents for production in Active litigation (1.0) Linda J. Neilson 3.80 hours at 200.00 per hour.	\$760.00
06/21/10	Review, revise and file proposed hearing agenda and e-mails with parties regarding same Daniel F. Blanks 1.10 hours at 415.00 per hour.	\$456.50

06/21/10	Review final version of agenda and exhibits thereto (.4); correspond with counsel to creditor regarding agenda (.3) Bryan A. Stark .70 hours at 335.00 per hour.	\$234.50
06/21/10	Review, revise and prepare 6/24/2010 agenda and exhibit for filing (2.2); review and prepare responses to garnishment requests (.9) Linda J. Neilson 3.10 hours at 200.00 per hour.	\$620.00
06/22/10	Prepare documents for 6/24/10 hearing (.5); review and prepare responses to garnishments and subpoena (2.0) Linda J. Neilson 2.50 hours at 200.00 per hour.	\$500.00
06/23/10	Review, organize and prepare responses to garnishments Linda J. Neilson 1.20 hours at 200.00 per hour.	\$240.00
06/24/10	Prepare for and attend omnibus hearing and analyze issues regarding same and meetings with client and co-counsel regarding same Douglas M. Foley 2.90 hours at 600.00 per hour.	\$1,740.00
06/24/10	Prepare for and attend telephonic hearing regarding omnibus hearing and e-mails and telephone conferences with parties regarding same Daniel F. Blanks 1.40 hours at 415.00 per hour.	\$581.00
06/24/10	File affidavits of service (.8); participate in omnibus hearing (.6); arrange for copies of objection to motion to be delivered to courtroom in preparation for omnibus hearing (.2) Bryan A. Stark 1.60 hours at 335.00 per hour.	\$536.00
06/24/10	Work on hearing binders for professionals (.8); prepare documents for court (.6) Karen B. Cain 1.40 hours at 215.00 per hour.	\$301.00
06/28/10	E-mails with G. Fathergill regarding September omnibus hearing dates and multiple e-mails with professionals regarding scheduling same Sarah B. Boehm .40 hours at 495.00 per hour.	\$198.00
06/29/10	Draft, finalize and file notice of additional omnibus hearing dates and e-mails regarding same Sarah B. Boehm .30 hours at 495.00 per hour.	\$148.50

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06/29/10 E-mail to and from court reporter regarding omnibus hearings (.4); e-mail to and from professionals regarding status of transcripts (.2)

Karen B. Cain .60 hours at 215.00 per hour. \$129.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$600.00	15.0	\$9,000.00
Sarah B. Boehm	\$495.00	1.3	\$643.50
Daniel F. Blanks	\$415.00	4.6	\$1,909.00
Bryan A. Stark	\$335.00	10.1	\$3,383.50
Karen B. Cain	\$215.00	3.2	\$688.00
Linda J. Neilson	\$200.00	37.4	\$7,480.00
TOTAL FEES		71.6	\$23,104.00

**Re: Restructuring and General Strategy**

Our File No. 2055557-0020

Circuit City Contact Katie Bradshaw

McGuireWoods Contact Douglas M. Foley

06/01/10 E-mails and review materials regarding preparation and participation in board meeting and analyze issues relating to joint plan and governance issues (.3); e-mails regarding 8K disclosure issues and analyze same (2.3); conference call with debtors' professionals and client regarding strategy relating to committee governance issues (.9)

Douglas M. Foley 3.50 hours at 600.00 per hour. \$2,100.00

06/02/10 E-mails regarding possible 8K disclosures relating to board member resignation and competing plan

Douglas M. Foley .40 hours at 600.00 per hour. \$240.00

06/03/10 Several e-mails, telephone conferences and analysis relating to omnibus hearing scheduled for June 8th and preparation for same, including issues relating to committee disputes as to plan of liquidation and mediation protocol (1.9); e-mails regarding disclosure of resignation of board member and potential SEC disclosure and 8K filing requirements (.4); numerous e-mails regarding status of potential resolution of disputes with committee relating to joint planning and governance issues (.7)

Douglas M. Foley 3.00 hours at 600.00 per hour. \$1,800.00

06/06/10 E-mails with debtors' professionals and board members regarding status of negotiations and potential settlement of disputes with committee relating to joint plan  
Douglas M. Foley .70 hours at 600.00 per hour. \$420.00

06/07/10 E-mails regarding status of potential resolution of joint plan issues with committee and participation in board call regarding same and review revised documents regarding same  
Douglas M. Foley 1.90 hours at 600.00 per hour. \$1,140.00

06/08/10 E-mails regarding disclosures required for resignation of board member and amendments to bylaws (.6); e-mails with committee counsel regarding edits and drafts to liquidate trust agreement and bylaws and e-mails with client and debtors' professionals regarding same (.8);  
Douglas M. Foley 1.40 hours at 600.00 per hour. \$840.00

06/08/10 Determine number of board members required to approve matters based on current governing documents and e-mail client concerning same (.3); draft resolutions reducing size of board (.4); revise bylaws to reflect reduction in size of board (.4)  
LaTisha S. Owens 1.10 hours at 510.00 per hour. \$561.00

06/09/10 E-mails regarding and review of board minutes from previous meetings  
Douglas M. Foley .40 hours at 600.00 per hour. \$240.00

06/09/10 Finalize resolution and bylaw amendments and forward same to client  
LaTisha S. Owens .30 hours at 510.00 per hour. \$153.00

06/11/10 E-mails regarding outstanding Board of Director resolutions for meeting on June 15th and e-mails with client regarding same (.8); numerous e-mails with debtors' professionals and committees' professionals regarding status of resolution of joint plan issues, including amendments to liquidating trust agreement and bylaws and other outstanding issues relating to Canada (1.6)  
Douglas M. Foley 2.40 hours at 600.00 per hour. \$1,440.00

06/11/10 Analyze issues and e-mails regarding board resolutions  
Sarah B. Boehm .20 hours at 495.00 per hour. \$99.00

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06/14/10 Review redlines of changes to joint plan, liquidating trust agreement and bylaws as well as board resolutions and amended Circuit City bylaws and numerous e-mails with debtors' professionals and committees' professionals regarding same  
Douglas M. Foley 3.70 hours at 600.00 per hour. \$2,220.00

06/14/10 Respond to questions concerning approval of actions by board  
LaTisha S. Owens .20 hours at 510.00 per hour. \$102.00

06/15/10 Several e-mails regarding finalization of board resolutions on various matters and review documents and agenda relating to plan liquidating trust agreement and bylaws in preparation for and participation in board of directors meeting/telephone conference  
Douglas M. Foley 2.90 hours at 600.00 per hour. \$1,740.00

06/15/10 Revise 401(k) and welfare plan resolutions for board consideration  
LaTisha S. Owens .40 hours at 510.00 per hour. \$204.00

06/15/10 Prepare for and participate in telephone conference regarding Board of Directors update regarding plan confirmation issues and analyze documents regarding same  
Sarah B. Boehm 1.30 hours at 495.00 per hour. \$643.50

06/16/10 Review and analyze redline versions of plan disclosure statement, plan bylaws and liquidating trust agreement, and prepare for and participate in telephone conference with professionals, and prepare for hearing regarding same and pending mediation motion  
Douglas M. Foley 4.20 hours at 600.00 per hour. \$2,520.00

06/16/10 Prepare for and participate in telephone conference regarding confirmation issues and strategy  
Sarah B. Boehm .80 hours at 495.00 per hour. \$396.00

06/17/10 E-mails regarding amendments to bylaws to shrink size of board and bylaws relating to employee benefits plans  
Douglas M. Foley .30 hours at 600.00 per hour. \$180.00

06/18/10 E-mails regarding finalization of board minutes and approval of various resolutions  
Douglas M. Foley .30 hours at 600.00 per hour. \$180.00

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06/22/10 Prepare for and participate in Board of Directors call regarding upcoming hearing relating to claim mediation and analyze issues regarding same  
Douglas M. Foley 1.30 hours at 600.00 per hour. \$780.00

06/23/10 Numerous e-mails with co-counsel and client regarding plan issues and fiduciary duties, and prepare for and participate in board calls regarding same (.7); several e-mails with court staff regarding status of hearings on June 24th and projected length of same (.2)  
Douglas M. Foley 3.90 hours at 600.00 per hour. \$2,340.00

06/24/10 Several e-mails regarding outcome of hearing, and preparation for mediation and coordinating schedules regarding same  
Douglas M. Foley 1.70 hours at 600.00 per hour. \$1,020.00

06/25/10 Several e-mails regarding status of scheduling mediation session and e-mails with board members, co-counsel and committee counsel regarding same  
Douglas M. Foley 1.90 hours at 600.00 per hour. \$1,140.00

06/28/10 Several e-mails regarding status of CRO and scheduling of mediation and protocol regarding same and review latest version of redline documents regarding same  
Douglas M. Foley 2.70 hours at 600.00 per hour. \$1,620.00

06/29/10 Review materials relating to board call for June 30th and analyze issues regarding same, including preparation and strategy for mediation session  
Douglas M. Foley 1.40 hours at 600.00 per hour. \$840.00

06/30/10 Review materials and prepare for board call regarding mediation and claims water fall and status of wind down team  
Douglas M. Foley 2.70 hours at 600.00 per hour. \$1,620.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$600.00	40.7	\$24,420.00
LaTisha S. Owens	\$510.00	2.0	\$1,020.00
Sarah B. Boehm	\$495.00	2.3	\$1,138.50
TOTAL FEES		45.0	\$26,578.50

Re: Monthly Operating Reports  
Our File No. 2055557-0060

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Circuit City Contact      Katie Bradshaw  
McGuireWoods Contact      Douglas M. Foley

06/15/10 Review and file monthly operating report  
Daniel F. Blanks .80 hours at 415.00 per hour. \$332.00

06/29/10 Telephone call from R. Van Arsdale regarding  
monthly disbursement information and e-mails  
regarding same  
Sarah B. Boehm .40 hours at 495.00 per hour. \$198.00

Timekeeper	Rate/HR	Hours	Fees
Sarah B. Boehm	\$495.00	0.4	\$198.00
Daniel F. Blanks	\$415.00	0.8	\$332.00
TOTAL FEES		1.2	\$530.00

Re: Professional Retention/Fee Applications  
Our File No. 2055557-0070  
Circuit City Contact      Katie Bradshaw  
McGuireWoods Contact      Douglas M. Foley

06/01/10 E-mails with debtors' professionals and  
committee professionals regarding timing of  
submission of fee applications, including CRO  
(.3); review and revise pleading relating to  
opposition to motion to lift Gowlings fee cap  
(1.3)  
Douglas M. Foley 1.60 hours at 600.00 per hour. \$960.00

06/01/10 Analyze interim compensation procedures and  
multiple e-mails regarding interim fee  
applications and related matters (.9); finalize  
and file objection regarding Gowlings and  
multiple e-mails regarding same (.5)  
Sarah B. Boehm 1.40 hours at 495.00 per hour. \$693.00

06/02/10 E-mails regarding interim fee applications  
Sarah B. Boehm .30 hours at 495.00 per hour. \$148.50

06/03/10 Analyze and revise monthly fee statement  
Sarah B. Boehm 1.20 hours at 495.00 per hour. \$594.00

06/04/10 Analyze issues and e-mails regarding interim  
fee applications (.3); analyze pleading and  
e-mails regarding objection to committee's tax  
professionals (.4)  
Sarah B. Boehm .70 hours at 495.00 per hour. \$346.50

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06/04/10 Review and analyze objection to motion to retain special French counsel (.8); correspond with debtors' professionals regarding same (.5); finalize and file (.4)  
Bryan A. Stark 1.70 hours at 335.00 per hour. \$569.50

06/07/10 E-mails regarding interim fee applications  
Sarah B. Boehm .30 hours at 495.00 per hour. \$148.50

06/08/10 Analyze issues and e-mails regarding interim fee applications  
Sarah B. Boehm .40 hours at 495.00 per hour. \$198.00

06/09/10 Analyze issues and e-mails regarding interim fee applications  
Sarah B. Boehm .40 hours at 495.00 per hour. \$198.00

06/10/10 Finalize monthly fee statement and draft correspondence regarding same (.6); analyze issues and e-mails regarding interim fee applications (.6); draft and revise fee application and analyze monthly fee statements regarding same (1.3)  
Sarah B. Boehm 2.50 hours at 495.00 per hour. \$1,237.50

06/11/10 Draft and revise McGuireWoods' sixth interim fee application and related exhibits and multiple e-mails regarding same (2.1); analyze pleadings and issues regarding Crowe Horwath and multiple calls and e-mails regarding same (.5); e-mails with various professionals regarding interim fee applications (.4)  
Sarah B. Boehm 3.00 hours at 495.00 per hour. \$1,485.00

06/11/10 Review and analyze interim application for compensation for debtors' professionals (.7); finalize and prepare for filing by filing deadline (.4); correspond with debtors' professionals regarding interim fee applications (.3)  
Bryan A. Stark 1.40 hours at 335.00 per hour. \$469.00

06/14/10 Review McGuireWoods fee application and revise same and numerous e-mails with debtors' professionals and committees' professionals regarding filing of same  
Douglas M. Foley 1.30 hours at 600.00 per hour. \$780.00

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06/14/10 Revise, finalize and file McGuireWoods' interim fee application and multiple fee applications for debtors' professionals, draft and file notices regarding same and multiple calls and e-mails regarding same  
Sarah B. Boehm 4.20 hours at 495.00 per hour. \$2,079.00

06/14/10 Review and analyze professional fee retention applications, notices thereof, and assist in preparation for filing  
Bryan A. Stark 2.30 hours at 335.00 per hour. \$770.50

06/15/10 E-mails with client regarding certain ordinary course professionals and follow-up regarding same  
Daniel F. Blanks .50 hours at 415.00 per hour. \$207.50

06/16/10 Analyze issues and e-mails regarding monthly fee statements for other professionals  
Sarah B. Boehm .20 hours at 495.00 per hour. \$99.00

06/24/10 E-mails with ordinary course professional regarding updating affidavit with additional disclosures (.2); analyze interim compensation procedures and e-mails regarding Gowling's fees (.3)  
Sarah B. Boehm .50 hours at 495.00 per hour. \$247.50

06/25/10 Analyze issues and e-mails regarding Gowlings (.3); finalize and file OCP affidavit and e-mails regarding same (.4)  
Sarah B. Boehm .70 hours at 495.00 per hour. \$346.50

<u>Timekeeper</u>	<u>Rate/Hr</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$600.00	2.9	\$1,740.00
Sarah B. Boehm	\$495.00	15.8	\$7,821.00
Daniel F. Blanks	\$415.00	0.5	\$207.50
Bryan A. Stark	\$335.00	5.4	\$1,809.00
TOTAL FEES		24.6	\$11,577.50

**Re: Creditors Committee**

Our File No. 2055557-0080  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

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06/15/10 Numerous e-mails with creditors committee professionals and debtors' professionals regarding negotiations on resolution of joint plan issues  
Douglas M. Foley 1.20 hours at 600.00 per hour. \$720.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$600.00	1.2	\$720.00
TOTAL FEES		1.2	\$720.00

**Re: Automatic Stay**  
Our File No. 2055557-0090  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

06/14/10 Correspondence with subpoena parties and client regarding subpoenas and other information regarding pending criminal lawsuits  
Daniel F. Blanks 1.20 hours at 415.00 per hour. \$498.00

06/17/10 Review motion for relief from stay  
Bryan A. Stark .30 hours at 335.00 per hour. \$100.50

06/22/10 E-mails with parties regarding case and current status of matters and stay  
Daniel F. Blanks .50 hours at 415.00 per hour. \$207.50

06/24/10 Correspondence regarding subpoenas and other related items  
Daniel F. Blanks .80 hours at 415.00 per hour. \$332.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Daniel F. Blanks	\$415.00	2.5	\$1,037.50
Bryan A. Stark	\$335.00	0.3	\$100.50
TOTAL FEES		2.8	\$1,138.00

**Re: Executory Contracts**  
Our File No. 2055557-0140  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

06/04/10 Review, analyze and revise Rule 12(b)(6) motion and memorandum of law in support thereof relating to Ryan & Co. complaint  
Douglas M. Foley 1.90 hours at 600.00 per hour. \$1,140.00

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06/04/10 Draft and revise motion to dismiss for Ryan & Co. and research multiple issues regarding same Daniel F. Blanks 2.50 hours at 415.00 per hour. \$1,037.50

06/08/10 Review and analyze Ryan & Co. appeal and draft appellee brief and research issues regarding same (.3); e-mails with tax department regarding appeal in Hawaii (.3) Daniel F. Blanks 3.60 hours at 415.00 per hour. \$1,494.00

06/09/10 Analyze issues relating to Ryan & Co. adversary proceeding and appeal, including status of Hawaii appellate court case affecting tax issues and review motion and memorandum to dismiss regarding same Douglas M. Foley 1.90 hours at 600.00 per hour. \$1,140.00

06/09/10 Conferences and e-mails regarding Ryan & Co. and Hawaii appeal and related issues Daniel F. Blanks 1.20 hours at 415.00 per hour. \$498.00

06/10/10 Continue draft, revise and file motion to dismiss Ryan & Co.'s complaint and other related issues and research issues regarding same Daniel F. Blanks 3.60 hours at 415.00 per hour. \$1,494.00

06/22/10 Review appeal regarding Ryan & Co. and analyze strategies regarding same Daniel F. Blanks .70 hours at 415.00 per hour. \$290.50

06/30/10 Prepare documents for hearing on motion to dismiss in Ryan & Co. AP Linda J. Neilson 1.30 hours at 200.00 per hour. \$260.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$600.00	3.8	\$2,280.00
Daniel F. Blanks	\$415.00	11.6	\$4,814.00
Linda J. Neilson	\$200.00	1.3	\$260.00
TOTAL FEES		16.7	\$7,354.00

Re: Litigation  
Our File No. 2055557-0150  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

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06/02/10	Analyze Schimenti motion to dismiss and e-mails regarding same Sarah B. Boehm .40 hours at 495.00 per hour.	\$198.00
06/02/10	Review discovery for Active and analyze issues regarding same Daniel F. Blanks .90 hours at 415.00 per hour.	\$373.50
06/03/10	Several e-mails and telephone conferences with debtors' professionals and committee professionals regarding mediation motion and review and revise same for filing (1.3); e-mails regarding extension of briefing schedule with respect to LG to allow for documentation of settlement (.6) Douglas M. Foley 1.90 hours at 600.00 per hour.	\$1,140.00
06/04/10	Telephone conference with counsel and Chambers regarding LG appeal and further extension of time due to settlement and draft, finalize and file pleadings regarding same (1.6); analyze and revise motion to dismiss regarding Ryan complaint and e-mails regarding same (.6) Sarah B. Boehm 2.20 hours at 495.00 per hour.	\$1,089.00
06/04/10	Review discovery regarding Active and e-mails with debtors regarding same and analyze issues regarding same Daniel F. Blanks 1.30 hours at 415.00 per hour.	\$539.50
06/07/10	Review schedules and other information regarding lawsuit regarding DIVXX and e-mails with parties regarding same Daniel F. Blanks 1.50 hours at 415.00 per hour.	\$622.50
06/08/10	E-mails with opposing counsel regarding status of adversary proceedings and pre-trial conferences and potential settlement of same, including Signature default motion Douglas M. Foley .90 hours at 600.00 per hour.	\$540.00
06/08/10	Finalize and file appellate pleadings regarding Paramount and multiple e-mails regarding same (1.7); prepare for and participate in conference with debtor and debtors' professionals regarding various litigation matters (1.6); e-mails regarding status of LG settlement and extension of time (.3) Sarah B. Boehm 3.60 hours at 495.00 per hour.	\$1,782.00

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06/08/10	Review and analyze Active file and research issues regarding same Daniel F. Blanks .60 hours at 415.00 per hour.	\$249.00
06/08/10	Review and analyze preference chart, complaint and proof of claim and meet with debtors' professionals in anticipation of omnibus hearing date Bryan A. Stark 1.70 hours at 335.00 per hour.	\$569.50
06/09/10	Review status charts relating to litigation claims and whether Circuit City is plaintiff (.4); review memorandum opinion relating to Ryan (.3); review departure memorandum from D. Miller regarding various matters (.4); e-mails with opposing counsel regarding continuance of trial on PNY Technologies (.3) Douglas M. Foley 1.40 hours at 600.00 per hour.	\$840.00
06/09/10	Prepare for and participate in meeting regarding litigation matters Sarah B. Boehm 3.40 hours at 495.00 per hour.	\$1,683.00
06/09/10	Meetings with client regarding litigation and review and analyze issues and documents regarding same and develop strategies regarding same Daniel F. Blanks 3.50 hours at 415.00 per hour.	\$1,452.50
06/09/10	Prepare for and meet regarding outstanding litigation issues (3.4); follow-up on issues from meeting (.3); correspond with defendant's counsel regarding scheduling order (.3) Bryan A. Stark 4.00 hours at 335.00 per hour.	\$1,340.00
06/10/10	Review settlement with U.S. Signs Douglas M. Foley .30 hours at 600.00 per hour.	\$180.00
06/10/10	Analyze and revise motion to dismiss and memorandum of law regarding Ryan and analyze issues regarding same (.6); multiple calls with counsel and law clerk regarding LG extension and status of settlement (.8); analyze issues and e-mails regarding various litigation matters (.8) Sarah B. Boehm 2.20 hours at 495.00 per hour.	\$1,089.00
06/10/10	Review departure memorandum for changes and updates regarding litigation matters Bryan A. Stark .50 hours at 335.00 per hour.	\$167.50

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06/11/10	Analyze order and e-mails regarding order extending deadlines regarding LG appeal (.2); analyze LG stipulation and e-mails regarding same (.4) Sarah B. Boehm .60 hours at 495.00 per hour.	\$297.00
06/14/10	E-mails relating to status of pending adversary proceedings and adjournments of motions to dismiss Douglas M. Foley .60 hours at 600.00 per hour.	\$360.00
06/14/10	Analyze documents and e-mails from counsel regarding Signature adversary proceeding and telephone call from counsel regarding same Sarah B. Boehm .30 hours at 495.00 per hour.	\$148.50
06/14/10	E-mails with counsel regarding Active litigation and review and analyze claims, documents and other materials regarding same Daniel F. Blanks 1.60 hours at 415.00 per hour.	\$664.00
06/15/10	Draft objections to Active discovery and e-mails with Active regarding adversary proceeding and related issues Daniel F. Blanks .80 hours at 415.00 per hour.	\$332.00
06/15/10	Correspond with debtors' professionals regarding stipulation of substitution of counsel in Ninth Circuit case (.7); review and update draft stipulation of counsel (.4) Bryan A. Stark 1.10 hours at 335.00 per hour.	\$368.50
06/16/10	E-mails regarding status of trial date on PNY Technologies and Bethlehem sinkhole litigation (.4); e-mails regarding substitution of counsel pleadings relating to Unical matter (.2) Douglas M. Foley .60 hours at 600.00 per hour.	\$360.00
06/16/10	Analyze correspondence regarding preferences and e-mails regarding same Sarah B. Boehm .30 hours at 495.00 per hour.	\$148.50
06/16/10	Continue draft objections to discovery and review items regarding same and review and analyze documents regarding same Daniel F. Blanks 1.10 hours at 415.00 per hour.	\$456.50
06/16/10	Finalize and coordinate stipulation to substitute counsel regarding appeal (1.1); telephone calls with Ninth Circuit Court of Appeals and debtors' professionals regarding substitution of counsel form (.6); assist in	

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completion of form and questions regarding same (.4); research regarding stipulation and agreed order for judgment (.9); correspond with debtors' professionals regarding same (.3); correspond with debtors' professionals and counsel to defendant regarding trial date and other issues (.6)  
Bryan A. Stark 3.90 hours at 335.00 per hour. \$1,306.50

06/17/10 Analyze and revise discovery and e-mails regarding same  
Sarah B. Boehm .80 hours at 495.00 per hour. \$396.00

06/17/10 Continue draft and revise objections to Active discovery and review items regarding same and analyze strategies regarding same  
Daniel F. Blanks 3.20 hours at 415.00 per hour. \$1,328.00

06/18/10 E-mails regarding status of potential settlements and resolutions of various claims and analyze issues regarding same  
Douglas M. Foley .50 hours at 600.00 per hour. \$300.00

06/18/10 Review and analyze documents and discovery for Active and analyze issues regarding same and research issues regarding same  
Daniel F. Blanks 2.00 hours at 415.00 per hour. \$830.00

06/18/10 Draft form letter regarding outstanding account receivable and forward to debtor for review  
Bryan A. Stark .50 hours at 335.00 per hour. \$167.50

06/21/10 Review documents and other items and conference with client regarding Active and strategies  
Daniel F. Blanks .80 hours at 415.00 per hour. \$332.00

06/21/10 Review correspondence regarding demand letter and e-mail recipient regarding same (.3); correspond with law clerk regarding filings and arrange for courtesy copies of filings to be delivered to court (.6)  
Bryan A. Stark .90 hours at 335.00 per hour. \$301.50

06/22/10 Review status of potential settlement of Avenues adversary proceeding  
Douglas M. Foley .30 hours at 600.00 per hour. \$180.00

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06/22/10 Correspond with clerk's office regarding various outstanding issues (.5); review and analyze e-mails and files regarding submission of orders (.4); draft orders granting motions to file under seal regarding various adversary complaints (.7)  
Bryan A. Stark 1.60 hours at 335.00 per hour. \$536.00

06/23/10 Several e-mails regarding status of resolution of various adversary proceedings, including Onkyo, National Union Fire Insurance and Apex, and review stipulations regarding same (.9); review initial disclosures relating to Schimenti lawsuit (.4)  
Douglas M. Foley 1.30 hours at 600.00 per hour. \$780.00

06/23/10 Draft discovery responses to Active and review and analyze documents regarding same  
Daniel F. Blanks 2.10 hours at 415.00 per hour. \$871.50

06/23/10 Draft stipulation and consent order dismissing adversary proceeding (1.0); correspond with defendants, debtors' professionals and clerk's office regarding dismissal of adversary proceedings (.8); finalize and submit stipulation and consent order dismissing adversary proceedings (.4); review and provide comments on consent motion for judgment and related filings (.6)  
Bryan A. Stark 2.80 hours at 335.00 per hour. \$938.00

06/24/10 Review, finalize and file consent motion for judgment in PNY adversary proceeding (.7); review draft pre-trial disclosures and correspond with debtors' professionals regarding same (.6); correspond with debtor and debtors' professionals regarding settlement of Signatures adversary proceeding (.4); draft e-mail summarizing debtors' position and offering settlement regarding same (.4); review and summarize response to settlement offer and analyze possible steps ahead for debtor (.5)  
Bryan A. Stark 2.60 hours at 335.00 per hour. \$871.00

06/25/10 E-mails regarding pending adversary proceedings and exchange of potential settlement offers relating to accounts receivable collections and preference matters  
Douglas M. Foley 1.60 hours at 600.00 per hour. \$960.00

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06/25/10	Continue review and analyze documents and prepare discovery responses Daniel F. Blanks 1.40 hours at 415.00 per hour.	\$581.00
06/25/10	Correspond with debtors' professionals regarding settlement offer in Signature adversary proceeding Bryan A. Stark .50 hours at 335.00 per hour.	\$167.50
06/28/10	E-mails regarding Avenues adversary complaint and potential offers and resolution of same Douglas M. Foley .70 hours at 600.00 per hour.	\$420.00
06/28/10	Analyze various litigation matters and calendar dates regarding same Sarah B. Boehm .40 hours at 495.00 per hour.	\$198.00
06/29/10	E-mails regarding status of various adversary proceedings regarding collection of accounts receivables and recovery of avoidance actions and evaluation of potential settlement offers and counter offers regarding same Douglas M. Foley 1.60 hours at 600.00 per hour.	\$960.00
06/29/10	Telephone call from and e-mail to A. Meyers regarding no objection to LG settlement and e-mails with counsel regarding dismissal of appeal (.3); finalize and file certificate of no objection regarding LG and e-mails regarding same (.3) Sarah B. Boehm .60 hours at 495.00 per hour.	\$297.00
06/29/10	Draft discovery responses and review and analyze documents and prepare strategies regarding litigation Daniel F. Blanks 2.50 hours at 415.00 per hour.	\$1,037.50
06/29/10	Review and analyze Sharp initial disclosures and review scheduling order (.5); review documents provided regarding accounts receivable and compare preference charts (1.8) Bryan A. Stark 2.30 hours at 335.00 per hour.	\$770.50
06/30/10	Review discovery materials regarding pending adversary proceedings and analyze issues regarding same Douglas M. Foley 1.40 hours at 600.00 per hour.	\$840.00

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06/30/10 Revise, finalize and file LG consent motion to dismiss appeal and related pleadings and e-mails regarding same  
Sarah B. Boehm .40 hours at 495.00 per hour. \$198.00

06/30/10 Draft discovery responses and answers for Active and review and analyze documents and other items regarding same and e-mails with client and other parties regarding same (.3.3); prepare for and participate in telephone conference with FTI regarding expert report and related issues (.9)  
Daniel F. Blanks 4.20 hours at 415.00 per hour. \$1,743.00

06/30/10 Review and analyze draft Rule 26 disclosures and forward same for review and approval  
Bryan A. Stark .60 hours at 335.00 per hour. \$201.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$600.00	13.1	\$7,860.00
Sarah B. Boehm	\$495.00	15.2	\$7,524.00
Daniel F. Blanks	\$415.00	27.5	\$11,412.50
Bryan A. Stark	\$335.00	23.0	\$7,705.00
TOTAL FEES		78.8	\$34,501.50

**Re: Circuit City - Avoidance/Preference Issues**  
**Our File No. 2055557-0151**

04/26/10 E-mails with FTI and client regarding status of commencement of various preference suits relating to vendors without claims  
Douglas M. Foley .40

04/27/10 Continue analysis of potential preference suits relating to vendors that do not have claims and review spreadsheet and preference exposure analysis regarding same (1.6); e-mails with client regarding analysis of vendors without claims and preference and AR exposure (.6)  
Douglas M. Foley 2.20

04/28/10 Meeting with client regarding vendors without claims and preference exposure and AR analysis and commencement of preference suits  
Douglas M. Foley 1.90

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04/29/10	E-mails with debtors' professionals regarding preparation of adversary proceedings and timing of same Douglas M. Foley	.30
05/04/10	E-mails regarding status of drafting preference complaints for creditors that do not have proofs of claim and analysis of accounts receivable claims regarding same Douglas M. Foley	.40
05/06/10	Research issues and analyze documentation regarding preference complaint (.7); update draft preference complaint (.4) Bryan A. Stark	1.10
05/10/10	Correspond with recipient of preference demand letter and debtor regarding preference (.4); correspond with debtors and debtors' professionals regarding issues relating to preference litigation (1.1); research service and other issues relating to defendant (.7); review, revise and finalize adversary proceeding complaint (1.6); draft motion to file under seal (.8); finalize and file preference complaint and motion to file under seal (.6) Bryan A. Stark	5.20
05/11/10	Review and analyze contract with merchant and research other merchant issues (1.3); correspond with merchant and debtor regarding incorrect address and merchant (.3); review and analyze demand letters and formulate procedures going forward (.8); correspond with debtor regarding same (.3) Bryan A. Stark	2.70
05/12/10	Research California entity regarding return of demand letter (.6); review and analyze demand letters sent out by debtor (.8); correspond with debtor regarding same (.4) Bryan A. Stark	1.80
05/13/10	Review, analyze and correspond with creditors regarding demand letters and correspond with debtor regarding same (.4); review service information for creditors (.4) Bryan A. Stark	.80

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05/14/10	Review responses to preference demand letters and correspond with creditors regarding same Bryan A. Stark	1.50
05/17/10	Correspond with defendant regarding motion to seal (.4); correspond with recipients of demand letters regarding demands (.7); review letters and research issues regarding same (.6); correspond with debtor and regarding demand letter responses (.7); review and analyze preference response, research issues and draft e-mail response to same (1.6) Bryan A. Stark	4.00
05/19/10	Analyze creditor responses to demand letters and demand letters (1.2); correspond with debtor and debtors' professionals regarding same (.6); correspond with demand letter recipients regarding demands, payments and responses thereto (.8) Bryan A. Stark	2.60
05/20/10	Review and analyze preference chart regarding party's response to demand letter (.4); telephone calls with demand letter recipients regarding preference and avoidance actions (.5) Bryan A. Stark	.90
05/21/10	Review and analyze demand letters and support for same and correspond with demand letters recipients regarding demands and responses thereto (1.6); correspond with debtor regarding settlement offers (.6) Bryan A. Stark	2.20
05/24/10	Correspond with debtor regarding settlement offer (.3); review notes regarding same (.2) Bryan A. Stark	.50
05/25/10	Review correspondence and analyze back up documents requested by preference letter recipient (.9); e-mail with counsel demand letter recipient regarding further information requested (.2); correspond with debtor regarding demand follow-up (.4); review demand letters and responses and correspond with demand letter recipients or counsel for same regarding preferences (1.0) Bryan A. Stark	2.50

05/26/10	Correspond with debtor regarding responses to demand letters (.3); follow-up with creditors regarding same (.4); compile outstanding letters and responses (.3)	1.00
	Bryan A. Stark	
05/28/10	Review and analyze adversary complaint and support for preferences (.6); correspond with counsel to defendant regarding resolution, settlement and answer to complaint (.4); review and analyze responses and defenses asserted to preference demand letters and correspond with debtor regarding same (1.1)	2.10
	Bryan A. Stark	
06/03/10	E-mails with creditor's counsel regarding status of response to demand letters	.60
	Douglas M. Foley	
06/04/10	Review demand letters and analyze responses regarding defenses (.9); research issues relating to same (.8); correspond with debtors' professionals and debtors regarding settlements (.4)	2.10
	Bryan A. Stark	
06/07/10	Correspond with debtors' professionals regarding preference count to complaint (.3); review preference analysis in preparation for omnibus hearing (.9); correspond with counsel to recipients of demand letters regarding defenses and settlement (.4); review and analyze charts regarding demand letter and correspond with debtor and debtors' professionals regarding offers and settlements (2.3)	3.90
	Bryan A. Stark	
06/08/10	Review preference charts and payment support for demand letters and correspond with debtor regarding settlements (1.2); telephone call with counsel to demand letter recipient (.4)	1.60
	Bryan A. Stark	
06/10/10	Review correspondence from demand letter recipients and debtors' support for demands (.8); review preference chart regarding transfers for preference adversary proceeding (.5)	1.30
	Bryan A. Stark	

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06/11/10	Review and analyze responses to demand letters and forward same to debtor for review (.4) Bryan A. Stark	.40
06/14/10	Review and analyze documentation provided in support of adversary proceeding defense (.4); correspond with debtors' professionals regarding same (.4); correspond with counsel to demand letter recipient and debtors regarding settlement (.5); review correspondence and send e-mail to demand letter recipient (.3) Bryan A. Stark	1.60
06/15/10	Review and analyze documentation and support regarding preference complaint (1.0); telephone call with counsel to defendant regarding complaint (.7); follow-up with debtors and additional information needed from defendant (1.3); follow-up with debtors regarding responses to demand letters (.7); review and analyze case law regarding new value defense (.7) Bryan A. Stark	4.40
06/16/10	Correspond with debtor regarding Avenues adversary proceeding and analyze documentation regarding same (.6); review and analyze debtors' support and forward to Avenues counsel (.7); draft form letter regarding preference demand letters (.3) Bryan A. Stark	1.60
06/17/10	Review documentation and research preference issues regarding Avenues preference action (1.0); correspond with debtors and debtors' professionals regarding settlement offer (.3); correspond with debtors' professionals regarding Signature preference count (.2) Bryan A. Stark	1.50
06/18/10	Review correspondence and follow-up with debtors regarding outstanding issues (.5); correspond with counsel to defendant regarding settlement discussions (.4); review support and summarize discussions for debtor and debtors' professionals (.8) Bryan A. Stark	1.70

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06/21/10	Review documentation and correspondence regarding accounts receivable and preference counts (.7); correspond with counsel to defendant regarding same (.4) Bryan A. Stark	1.10
06/22/10	Correspond with counsel to defendant and negotiate settlement to adversary proceeding (.6); summarize discussion and e-mail to debtor an analysis of preference and breach of contract counts of complaint (1.2); prepare for and meet with counsel to Signature regarding preference count, defenses thereto and motion for default judgment (1.7) Bryan A. Stark	3.50
06/23/10	Review preference chart and response to demand letter and summarize findings in e-mail to debtor (.8); summarize meeting with Signature counsel and e-mail to debtor and follow-up regarding same (.9) Bryan A. Stark	1.70
06/24/10	Review preference chart and correspondence with defendant and correspond with debtors and debtors' professionals regarding settlement offers and negotiations in adversary proceeding Bryan A. Stark	.60
06/25/10	Respond and counter-offer for settlement in Avenues adversary proceeding Bryan A. Stark	.30
06/28/10	Transmit settlement offer to debtors and discuss same with debtors and debtors' professionals (.5); prepare for and participate in telephone call with counsel to defendant regarding settlement (.6); follow-up with debtors regarding call (.3); review response to demand letter, research issues presented and correspond with debtor regarding same (.8) Bryan A. Stark	2.20
06/29/10	Review preference chart relating to demand letters (.4); correspond with debtor and debtors' professionals regarding settlement of adversary proceedings (.3); research issues regarding release of claims and waiver of 502(h) claims (1.2) Bryan A. Stark	1.90

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06/30/10 Correspond with debtor and debtors' professionals and counteroffer to settle adversary proceeding (.4); review demand letters in files, correspondence, and databases for information regarding TomTom demand letter or responses thereto and review and analyze stipulation with TomTom (.6); correspond with debtors' professionals regarding demand letter responses and outstanding issues (.3)

Bryan A. Stark

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$600.00	5.8	\$3,480.00
Bryan A. Stark	\$335.00	61.6	\$20,636.00
<b>TOTAL FEES</b>		<b>67.4</b>	<b>\$24,116.00</b>

**Re: Vendor Matters**

Our File No. 2055557-0170  
 Circuit City Contact Katie Bradshaw  
 McGuireWoods Contact Douglas M. Foley

06/03/10 Review pleadings relating to various appeals, including Paramount and analyze issues regarding same  
 Douglas M. Foley 1.40 hours at 600.00 per hour. \$840.00

06/15/10 E-mails relating to collection of accounts receivable with client and debtors' professionals and status of resolution of same, including avenues  
 Douglas M. Foley .40 hours at 600.00 per hour. \$240.00

06/17/10 Numerous e-mails regarding status of potential resolution of A/R claims against various vendors, including avenues and settlement strategy  
 Douglas M. Foley .50 hours at 600.00 per hour. \$300.00

06/30/10 E-mails regarding potential resolution of AR claim against Belkin and e-mails with client regarding same  
 Douglas M. Foley .40 hours at 600.00 per hour. \$240.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$600.00	2.7	\$1,620.00
<b>TOTAL FEES</b>		<b>2.7</b>	<b>\$1,620.00</b>

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**Re: Real Estate**

Our File No. 2055557-0180  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

06/01/10	DR1 - E-mail correspondence with bankruptcy counsel (.5); review bid procedures (.5) Matthew T. Gunlock .1.00 hours at 320.00 per hour.	\$320.00
06/02/10	Telephone conference with counsel regarding possible sale of real estate Daniel F. Blanks .40 hours at 415.00 per hour.	\$166.00
06/02/10	DR1 - E-mail correspondence with bankruptcy counsel (.7); review draft of sale motion and sale order (.8); e-mail correspondence with purchaser (.2); review comments to purchase agreement (.8) Matthew T. Gunlock 2.50 hours at 320.00 per hour.	\$800.00
06/03/10	DR1 - E-mail correspondence with bankruptcy counsel (.7); review revised bid procedures (.7); e-mail correspondence with D. Miller regarding purchase agreement (.2) Matthew T. Gunlock 1.60 hours at 320.00 per hour.	\$512.00
06/04/10	E-mails regarding DR1 subtenants and payment of taxes Douglas M. Foley .40 hours at 600.00 per hour.	\$240.00
06/04/10	DR1 - Telephone call with D. Miller regarding purchase agreement (.3); e-mail correspondence with bankruptcy counsel (.7); review purchaser's comments to purchase agreement (.5) Matthew T. Gunlock 1.50 hours at 320.00 per hour.	\$480.00
06/04/10	Florence, SC - Telephone call with D. Miller regarding purchase agreement Matthew T. Gunlock .30 hours at 320.00 per hour.	\$96.00
06/04/10	Sarasota, FL - Telephone call and e-mail correspondence with D. Miller regarding proposed sale Matthew T. Gunlock .50 hours at 320.00 per hour.	\$160.00
06/07/10	Sarasota, FL - E-mail correspondence with D. Miller (.4); review materials in connection with proposed sale of property (1.2) Matthew T. Gunlock 1.60 hours at 320.00 per hour.	\$512.00

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06/07/10 DR1 - Revise purchase agreement and transmit same to purchaser (.6); e-mail correspondence with bankruptcy counsel (.1)  
Matthew T. Gunlock 1.70 hours at 320.00 per hour. \$544.00

06/07/10 Florence, SC - Telephone call and e-mail correspondence with purchaser's counsel  
Matthew T. Gunlock .50 hours at 320.00 per hour. \$160.00

06/07/10 Review and analyze motion to abandon real property (.6); draft notice for same and file documents with bankruptcy court (.4); correspond with debtors' professionals regarding same (.2)  
Bryan A. Stark 1.20 hours at 335.00 per hour. \$402.00

06/08/10 E-mails with party inquiring regarding purchase of real estate in North Carolina  
Daniel F. Blanks .30 hours at 415.00 per hour. \$124.50

06/09/10 Florence, SC - Telephone call and e-mail correspondence with purchaser's counsel (.6); e-mail correspondence with bankruptcy counsel regarding purchase agreement (.3); revise purchase agreement and transmit same (.7); e-mail correspondence with K. Bradshaw (.1)  
Matthew T. Gunlock 1.70 hours at 320.00 per hour. \$544.00

06/09/10 Sarasota, FL - Review materials regarding property and terms of prospective purchaser's offer  
Matthew T. Gunlock 1.30 hours at 320.00 per hour. \$416.00

06/10/10 Florence, SC - E-mail correspondence with K. Bradshaw regarding purchase agreement (.6); revise purchase agreement (.5); transmit revised purchase agreement to purchaser's counsel (.2); e-mail correspondence with purchaser's counsel regarding purchase agreement (.6); transmit execution version of purchase agreement to Circuit City (.1); review executed signature page (.1)  
Matthew T. Gunlock 2.10 hours at 320.00 per hour. \$672.00

06/10/10 DR1 - E-mail correspondence with purchaser (.3); review comments to purchase agreement (.5); review comments to bid procedures (.5); e-mail correspondence with bankruptcy counsel regarding purchase agreement (.8); telephone call with bankruptcy counsel (.2)  
Matthew T. Gunlock 2.30 hours at 320.00 per hour. \$736.00

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06/10/10 Sarasota, FL - E-mail correspondence with  
bankruptcy counsel regarding property sale  
Matthew T. Gunlock .30 hours at 320.00 per hour. \$96.00

06/11/10 E-mails with creditor's counsel regarding  
landlord claims and client regarding status of  
ground lease at DR1  
Douglas M. Foley .80 hours at 600.00 per hour. \$480.00

06/11/10 Sarasota, FL - Prepare draft of purchase  
agreement (.8); e-mail correspondence with K.  
Bradshaw regarding purchase agreement (.5);  
revise purchase agreement (.3); transmit draft  
purchase agreement to prospective purchaser  
(.1); e-mail correspondence with bankruptcy  
counsel (.2); review background materials  
regarding property in connection with  
preparation of purchase agreement (.8)  
Matthew T. Gunlock 4.70 hours at 320.00 per hour. \$1,504.00

06/11/10 Florence, SC - Telephone call and e-mail  
correspondence with purchaser's counsel  
regarding purchase agreement  
Matthew T. Gunlock .50 hours at 320.00 per hour. \$160.00

06/14/10 Sarasota, FL - E-mail correspondence with J.  
Avallone  
Matthew T. Gunlock .20 hours at 320.00 per hour. \$64.00

06/14/10 Florence, SC - E-mail correspondence with  
purchaser's counsel (.5); review purchaser  
agreement in connection with deposit (.2)  
Matthew T. Gunlock .70 hours at 320.00 per hour. \$224.00

06/15/10 E-mails and telephone conferences with parties  
regarding real estate in North Carolina and  
analyze documents regarding same  
Daniel F. Blanks 1.40 hours at 415.00 per hour. \$581.00

06/15/10 DR1 - E-mail correspondence with bankruptcy  
counsel (.8); review comments to bid procedures  
(.8); e-mail correspondence with K. Bradshaw  
(.3); e-mail correspondence with purchaser  
(.3); revise purchase agreement (.8); review  
revised sale motion and sale order (.7)  
Matthew T. Gunlock 3.70 hours at 320.00 per hour. \$1,184.00

06/15/10 Raleigh, NC - Conference with bankruptcy  
counsel  
Matthew T. Gunlock .30 hours at 320.00 per hour. \$96.00

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06/15/10 Florence, SC - E-mail correspondence with purchaser's counsel (.5); transmit signature pages to purchase agreement (.1); e-mail correspondence with escrow agent (.1)  
Matthew T. Gunlock .70 hours at 320.00 per hour. \$224.00

06/16/10 Review documents and pleadings regarding real estate and e-mails with client regarding same  
Daniel F. Blanks .50 hours at 415.00 per hour. \$207.50

06/16/10 Florence, SC - E-mail correspondence with purchaser's counsel (.3); review proposed legal description (.3); review miscellaneous assets order regarding closing process (.5); review purchase agreement regarding closing deliverables (.3)  
Matthew T. Gunlock 1.40 hours at 320.00 per hour. \$448.00

06/17/10 Sarasota, FL - E-mail correspondence with prospective purchaser (.2); review purchaser's comments to purchase agreement (.7)  
Matthew T. Gunlock .90 hours at 320.00 per hour. \$288.00

06/18/10 E-mails regarding status of DR1 and real estate questions and potential bidding process regarding same  
Douglas M. Foley .40 hours at 600.00 per hour. \$240.00

06/18/10 DR1 - E-mail correspondence with purchaser (.3); revise purchase agreement (.7); review purchaser's comments to bankruptcy materials and purchase agreement (.7); e-mail correspondence with bankruptcy counsel (.7); telephone call with K. Bradshaw (.2); telephone call with purchaser (.3)  
Matthew T. Gunlock 2.90 hours at 320.00 per hour. \$928.00

06/18/10 Sarasota, FL - Review comments from purchaser to purchase agreement (.6); e-mail correspondence with bankruptcy counsel regarding purchaser's comments (.4); e-mail correspondence with K. Bradshaw (.2)  
Matthew T. Gunlock 1.20 hours at 320.00 per hour. \$384.00

06/21/10 DR1 - Telephone call and e-mail correspondence with K. Bradshaw (.6); telephone call with purchaser (.6); review revised purchase agreement and coordinate signature pages thereto (.5); telephone call and e-mail

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correspondence with escrow agent (.3); revise purchase agreement and transmit execution version of same (.5); review final form of sale motion, sale order and bid procedures (.3); prepare legal description for purchase agreement (.5); review company-provided materials regarding property description (.4)

Matthew T. Gunlock 3.70 hours at 320.00 per hour. \$1,184.00

06/21/10 Sarasota, FL - E-mail correspondence with purchaser's broker regarding purchase agreement (.5); review property description (.6); review purchase agreement regarding property description (.3)

Matthew T. Gunlock 1.40 hours at 320.00 per hour. \$448.00

06/21/10 Florence, SC - Telephone call and e-mail correspondence with escrow agent regarding deposit

Matthew T. Gunlock .30 hours at 320.00 per hour. \$96.00

06/22/10 Multiple e-mails and telephone conferences with parties regarding sale of real estate and related issues and review spinoff documents regarding same

Daniel F. Blanks 1.50 hours at 415.00 per hour. \$622.50

06/22/10 Sarasota, FL - E-mail correspondence with title company (.6); review title materials (.8); review comments to purchase agreement (.3)

Matthew T. Gunlock 1.70 hours at 320.00 per hour. \$544.00

06/22/10 DR1 - E-mail correspondence with K. Bradshaw (.2); telephone call and e-mail correspondence with purchaser (.3); e-mail correspondence with escrow agent (.2); review purchase agreement regarding closing matters (.4)

Matthew T. Gunlock 1.10 hours at 320.00 per hour. \$352.00

06/22/10 Florence, SC - E-mail correspondence with escrow agent (.3); review purchase agreement regarding closing (.5); review miscellaneous assets order regarding notices to creditors committee (.3)

Matthew T. Gunlock 1.10 hours at 320.00 per hour. \$352.00

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06/23/10 DR1 - Telephone call and e-mail correspondence with escrow agent (.5); e-mail correspondence with bankruptcy counsel (.5); compile and transmit fully-executed purchase agreement to working group and purchaser (.3)  
Matthew T. Gunlock 1.30 hours at 320.00 per hour. \$416.00

06/23/10 Florence, SC - E-mail correspondence with bankruptcy counsel (.5); review closing checklist and closing documents (1.0); prepare markups of closing documents (.8); coordinate preparation of closing documents (.5)  
Matthew T. Gunlock 2.80 hours at 320.00 per hour. \$896.00

06/23/10 Sarasota, FL - E-mail correspondence with purchaser's counsel  
Matthew T. Gunlock .30 hours at 320.00 per hour. \$96.00

06/23/10 Florence, SC - Review purchase agreement (.3); access Florence County, SC website for information regarding recording and form of deed and telephone call with K. Winburne of Clerk's office regarding same (.5); prepare closing agenda and closing documents (1.9)  
Martha Lynn Wigton 2.70 hours at 240.00 per hour. \$648.00

06/24/10 Sarasota, FL - E-mail correspondence with purchaser's counsel (.5); e-mail correspondence regarding comments to closing documents (.6); review title materials (.6)  
Matthew T. Gunlock 1.60 hours at 320.00 per hour. \$512.00

06/24/10 DR1 - Coordinate preparation of closing documents  
Matthew T. Gunlock .50 hours at 320.00 per hour. \$160.00

06/24/10 DR1 - Examine purchase and sale agreement and prepare closing agenda  
Martha Lynn Wigton 1.00 hours at 240.00 per hour. \$240.00

06/25/10 Florence, SC - E-mail correspondence with purchaser's counsel and working group (.4); review title commitment (.8); e-mail correspondence with J. Avallone (.2); e-mail correspondence with K. Bradshaw (.2); coordinate transmittal of draft closing documents (.6); review revised closing documents (.6)  
Matthew T. Gunlock 2.80 hours at 320.00 per hour. \$896.00

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06/28/10 Florence, SC - E-mail correspondence with bankruptcy counsel (.3); review property materials in connection with preparing description of property (.6)  
 Matthew T. Gunlock .90 hours at 320.00 per hour. \$288.00

06/28/10 Sarasota, FL - E-mail correspondence with purchaser's counsel  
 Matthew T. Gunlock .20 hours at 320.00 per hour. \$64.00

06/28/10 Compile information regarding status of remaining real estate assets and e-mail status to debtor  
 Bryan A. Stark 1.20 hours at 335.00 per hour. \$402.00

06/29/10 Florence, SC - Review revised closing documents  
 Matthew T. Gunlock .40 hours at 320.00 per hour. \$128.00

06/29/10 Sarasota, FL - Telephone call with purchaser's counsel (.5); revise purchase agreement (1.2); e-mail correspondence with bankruptcy counsel in connection with purchase agreement (.5)  
 Matthew T. Gunlock 2.20 hours at 320.00 per hour. \$704.00

06/30/10 Sarasota, FL - E-mail correspondence with bankruptcy counsel (.2); revise purchase agreement (.5); transmit revised purchase agreement to purchaser's counsel (.2)  
 Matthew T. Gunlock .90 hours at 320.00 per hour. \$288.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$600.00	1.6	\$960.00
Daniel F. Blanks	\$415.00	4.1	\$1,701.50
Bryan A. Stark	\$335.00	2.4	\$804.00
Matthew T. Gunlock	\$320.00	59.3	\$18,976.00
Martha Lynn Wigton	\$240.00	3.7	\$888.00
<b>TOTAL FEES</b>		<b>71.1</b>	<b>\$23,329.50</b>

**Re: Tax Matters**

Our File No.

**2055557-0240**

Circuit City Contact

Katie Bradshaw

McGuireWoods Contact

Douglas M. Foley

06/01/10 Numerous e-mails regarding status of resolution of various tax claims relating to omnibus Objection 37 and analyze issues regarding same and timing of payment  
 Douglas M. Foley 1.20 hours at 600.00 per hour. \$720.00

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06/01/10 Continue resolution of tax claims and review and analyze tax claims and strategies regarding same  
Daniel F. Blanks 1.70 hours at 415.00 per hour. \$705.50

06/02/10 Continue review of SLB transaction document binders  
Craig D. Bell 1.40 hours at 570.00 per hour. \$798.00

06/03/10 E-mails regarding status of Texas tax settlements and potential objection by committee  
Douglas M. Foley .60 hours at 600.00 per hour. \$360.00

06/03/10 Review IRS audit transaction documents on SLB tax issue  
Craig D. Bell 1.80 hours at 570.00 per hour. \$1,026.00

06/03/10 E-mails with counsel for taxing authorities regarding settlements and e-mails and telephone conferences with committee and debtors' professionals regarding same and strategies regarding same  
Daniel F. Blanks 3.40 hours at 415.00 per hour. \$1,411.00

06/04/10 Review tax penalty notice and correspondence from IRS (.3); review audit and file documents relating to same (.8); telephone call with client tax representative (.3); attention to several procedural matters raised by client (2.0)  
Craig D. Bell 3.40 hours at 570.00 per hour. \$1,938.00

06/04/10 E-mails with committee and debtors' professionals regarding tax stipulations and resolution of administrative claim issues (1.2); continue resolution of tax claims and e-mails and telephone conferences with parties regarding same (.7)  
Daniel F. Blanks 1.90 hours at 415.00 per hour. \$788.50

06/06/10 Review status of responses to Omnibus 37 objection on tax claims and status of pending resolutions of same  
Douglas M. Foley .80 hours at 600.00 per hour. \$480.00

06/07/10 E-mails regarding status of resolution of various tax claims and potential objections to same  
Douglas M. Foley .40 hours at 600.00 per hour. \$240.00

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06/07/10	Attention to IRS procedural and tax issues raised by client on pending IRS audit for tax years 2004-2009 Craig D. Bell    3.90 hours at    570.00 per hour.	\$2,223.00
06/07/10	Multiple telephone conferences and e-mails with taxing authorities regarding settlement of tax issues and claims Daniel F. Blanks    1.40 hours at    415.00 per hour.	\$581.00
06/08/10	Review IRS documents relating to employment tax penalty raised by IRS Craig D. Bell    .90 hours at    570.00 per hour.	\$513.00
06/08/10	Continue resolution of tax claims and draft stipulations regarding same and e-mails with taxing authorities regarding resolution and related issues Daniel F. Blanks    2.30 hours at    415.00 per hour.	\$954.50
06/10/10	Attention to IRS procedural issues and appeals office jurisdiction raised by client Craig D. Bell    3.40 hours at    570.00 per hour.	\$1,938.00
06/10/10	E-mails and telephone conferences with parties regarding tax settlements and other issues Daniel F. Blanks    1.10 hours at    415.00 per hour.	\$456.50
06/11/10	Review relevant tax authorities pertaining to IRS positions in tax on SLB issue (1.4); review TAM impact on appeals officers (1.3) Craig D. Bell    2.70 hours at    570.00 per hour.	\$1,539.00
06/11/10	Continue resolution of tax claims and e-mails with parties regarding settlement and related issues Daniel F. Blanks    1.10 hours at    415.00 per hour.	\$456.50
06/14/10	Attention to IRS appeals procedural issues and SLB audit documents Craig D. Bell    2.70 hours at    570.00 per hour.	\$1,539.00
06/15/10	Continue analysis on adverse IRS TAM decision on SLB transaction Craig D. Bell    2.40 hours at    570.00 per hour.	\$1,368.00
06/16/10	Continue analysis on SLB tax issues to support possible refund claim Craig D. Bell    3.20 hours at    570.00 per hour.	\$1,824.00

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06/17/10 Continue review and analysis of SLB transaction documents and IRS position on same  
Craig D. Bell 2.90 hours at 570.00 per hour. \$1,653.00

06/17/10 Continue resolution of tax claims and disputes and analyze issues regarding same and e-mails with committee regarding same  
Daniel F. Blanks 1.60 hours at 415.00 per hour. \$664.00

06/21/10 Attention to IRS positions on SLB transactions  
Craig D. Bell 1.70 hours at 570.00 per hour. \$969.00

06/22/10 Continue analysis on SLB tax issues  
Craig D. Bell 1.80 hours at 570.00 per hour. \$1,026.00

06/24/10 E-mails and telephone conferences regarding resolution of tax issues  
Daniel F. Blanks 1.30 hours at 415.00 per hour. \$539.50

06/28/10 Attention to SLB tax issues  
Craig D. Bell 2.00 hours at 570.00 per hour. \$1,140.00

06/28/10 Review and analyze certain tax issues and strategies  
Daniel F. Blanks .90 hours at 415.00 per hour. \$373.50

06/29/10 Multiple telephone conferences and e-mails with parties regarding tax issues and claims and analyze issues regarding same and review and analyze claims, pleadings, charts and other materials regarding same  
Daniel F. Blanks 2.20 hours at 415.00 per hour. \$913.00

06/30/10 E-mails regarding tax claims and resolution of same and analyze strategies regarding tax resolutions  
Daniel F. Blanks .80 hours at 415.00 per hour. \$332.00

06/30/10 Telephone conference and e-mail with county and city treasurers regarding settlement (1.8); draft stipulations for settled tax claims (1.1); e-mail with debtors professionals and Gaston City treasurer regarding personal property tax claims (.5)  
Erin Q. Ashcroft 3.40 hours at 330.00 per hour. \$1,122.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$600.00	3.0	\$1,800.00
Craig D. Bell	\$570.00	34.2	\$19,494.00
Daniel F. Blanks	\$415.00	19.7	\$8,175.50
Erin Q. Ashcroft	\$330.00	3.4	\$1,122.00

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TOTAL FEES 60.3 \$30,591.50

Re: Claims Administration

Our File No. 2055557-0250  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

06/01/10 Analyze responses to new omnibus objections and multiple calls and e-mails regarding same (1.3); continue claim objection resolutions including omni thirty-seven, review stipulations and multiple calls and e-mails regarding same (2.6)	Sarah B. Boehm 3.90 hours at 495.00 per hour.	\$1,930.50
06/01/10 Continue resolution of claims and multiple telephone conferences and e-mails regarding same and review and analyze claims, pleadings, charts and other items regarding same and research issues regarding same	Daniel F. Blanks 4.20 hours at 415.00 per hour.	\$1,743.00
06/01/10 Finalize draft settlement agreement and forward to counsel for review (1.0); draft stipulation regarding taxing authorities (1.6); correspond with debtors' professionals regarding same (.7); research issues relating to litigation claims and objections (1.2)	Bryan A. Stark 4.50 hours at 335.00 per hour.	\$1,507.50
06/01/10 Review and revise tracking charts for omnibus objections (2.6); retrieve and circulate Checkpoint claims (.2)	Linda J. Neilson 2.80 hours at 200.00 per hour.	\$560.00
06/02/10 Review and revise several stipulations resolving various claims, including tax and priority claims	Douglas M. Foley .90 hours at 600.00 per hour.	\$540.00
06/02/10 Analyze and revise agenda and exhibits regarding various claim matters and multiple calls and e-mails regarding same (.8); analyze and revise adjourned claims chart and e-mails regarding same (.4); continue claim objection resolutions, analyze stipulations and claims and multiple calls and e-mails regarding same (1.2)	Sarah B. Boehm 2.40 hours at 495.00 per hour.	\$1,188.00

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06/02/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts and other materials regarding same and research issues regarding same  
Daniel F. Blanks 7.20 hours at 415.00 per hour. \$2,988.00

06/02/10 Review, finalize and file consent motion to dismiss Apex appeal (.8); correspond with debtors' professionals regarding same (.2); review claims and responses and revise taxing authorities stipulation (2.0); correspond with debtors' professionals regarding same (.3)  
Bryan A. Stark 3.30 hours at 335.00 per hour. \$1,105.50

06/02/10 Review and revise tracking charts for omnibus objections and discussions regarding claims  
Linda J. Neilson 2.60 hours at 200.00 per hour. \$520.00

06/03/10 E-mails with client regarding preparation for meeting to discuss omnibus objection to litigation claims  
Douglas M. Foley .60 hours at 600.00 per hour. \$360.00

06/03/10 Continue to analyze and revise agenda and exhibits regarding various claim matters and multiple calls and e-mails regarding same (.8); continue claim objection resolutions, finalize and file stipulation, analyze claims and pleadings, revise chart and multiple calls and e-mails regarding same (1.7)  
Sarah B. Boehm 2.50 hours at 495.00 per hour. \$1,237.50

06/03/10 Continue resolution of claims and review and analyze claims, pleadings, charts, preference analyses, documents, and other materials regarding same and multiple telephone conferences and e-mails with parties regarding same and research issues regarding same  
Daniel F. Blanks 4.80 hours at 415.00 per hour. \$1,992.00

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06/03/10 Research issues regarding appeals and motions to reconsider (.2); correspond with debtors' professionals regarding draft settlements and omnibus objections (.8); review and analyze proofs of claims for breakdown of claim amount (.7); review and revise draft stipulation (1.7); review docket for objections to stipulations (.2); finalize and file notice of presentment of consent order resolving omnibus objection and arrange for service of same (.6)  
Bryan A. Stark 6.10 hours at 335.00 per hour. \$2,043.50

06/03/10 Meeting with debtors professionals regarding personal injury claims  
Erin Q. Ashcroft .30 hours at 330.00 per hour. \$99.00

06/04/10 Continue to analyze and revise agenda and exhibits regarding claim matters and multiple calls and e-mails regarding same (1.2); analyze claim stipulations for filing and e-mails regarding same (.3); continue claim objection matters, analyze documents and charts and multiple calls and e-mails regarding same (.6)  
Sarah B. Boehm 2.10 hours at 495.00 per hour. \$1,039.50

06/04/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and analyze and review multiple documents, pleadings, charts, and other materials regarding same and research issues regarding same  
Daniel F. Blanks 2.60 hours at 415.00 per hour. \$1,079.00

06/04/10 Telephone call with debtors' professionals regarding resolution of omnibus objections (.2); review information regarding accounts receivables and correspond with creditors' counsel regarding same (.6); review, finalize and file notices of stipulation resolving omnibus objection (.8); correspond with court and debtors' professionals regarding consent order resolving omnibus objection and related issues (.8); correspond with creditors' counsel regarding negotiation of omnibus objection and accounts receivable (.4)  
Bryan A. Stark 2.80 hours at 335.00 per hour. \$938.00

06/04/10 Research and prepare stipulation for DeSoto claims  
Linda J. Neilson 1.70 hours at 200.00 per hour. \$340.00

06/07/10 Review status of unresolved claim objection chart and preparation for status hearing on claims for June 8th omnibus hearing date Douglas M. Foley 1.30 hours at 600.00 per hour. \$780.00

06/07/10 Analyze responses to omnibus objections and prepare for claim status hearing and multiple calls and e-mails regarding same (1.3); continue claim objection resolutions, analyze charts and multiple calls and e-mails regarding status of various matters (1.1) Sarah B. Boehm 2.40 hours at 495.00 per hour. \$1,188.00

06/07/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other materials regarding same and research issues regarding same Daniel F. Blanks 5.10 hours at 415.00 per hour. \$2,116.50

06/07/10 Correspond with creditor's counsel and debtors' professionals regarding resolution of omnibus objection (.4); review claims chart and correspond with debtors' professionals regarding resolution of responses to seventieth omnibus objection (.3); review consent order and agenda and correspond with debtors' professionals regarding discrepancies (1.0); review and analyze research regarding personal injury claims and objections to the same (1.2) Bryan A. Stark 2.90 hours at 335.00 per hour. \$971.50

06/07/10 Research and draft Harris County stipulation (.9); review and revise tracking charts for omnibus objections (1.5) Linda J. Neilson 2.40 hours at 200.00 per hour. \$480.00

06/08/10 E-mails with creditor's counsel regarding status and finalization of various claims, settlement stipulations and review same Douglas M. Foley 1.90 hours at 600.00 per hour. \$1,140.00

06/08/10 Prepare for and participate in omnibus hearing regarding claim status and analyze responses regarding same (2.1); prepare for and participate in conference with debtor and debtors' professionals regarding claim matters (2.1); analyze stipulations for filing and e-mails regarding same (.3) Sarah B. Boehm 4.50 hours at 495.00 per hour. \$2,227.50

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06/08/10	Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other information regarding same and research issues regarding same Daniel F. Blanks 2.20 hours at 415.00 per hour.	\$913.00
06/08/10	Review and analyze appellate reclamation brief (.8); correspond with debtors' professionals regarding appellate brief, appellate rules, and filing (.6); review mail for discovery responses and correspond with debtors' professionals regarding same (.4); correspond with counsel to creditor and debtors' professional regarding landlord claim (.3); correspond with claimants' counsel regarding draft stipulation (.3); finalize and file motion to authorize debtors to pay allowed administrative claims and arrange for service of same (.7); draft notice for same and file (.4); finalize and file notices of settlement agreements (.5) Bryan A. Stark 4.00 hours at 335.00 per hour.	\$1,340.00
06/08/10	Review and revise tracking charts for omnibus objections Linda J. Neilson .70 hours at 200.00 per hour.	\$140.00
06/09/10	E-mails with creditor's counsel regarding status of potential settlements of outstanding claim objections (1.4) prepare for and attend meetings with client regarding status of various claim objections and resolutions and gathering information relating to litigation claims (4.9) Douglas M. Foley 6.30 hours at 600.00 per hour.	\$3,780.00
06/09/10	Prepare for and participate in meeting regarding claim matters (3.4); continue claim objection resolutions and multiple e-mails regarding same (.9) Sarah B. Boehm 4.30 hours at 495.00 per hour.	\$2,128.50
06/09/10	Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other materials regarding same and research issues regarding same Daniel F. Blanks 1.60 hours at 415.00 per hour.	\$664.00

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06/09/10 Prepare for and meet regarding claims issues (1.2); finalize and file notice of stipulation and arrange for service (.5)  
Bryan A. Stark 1.70 hours at 335.00 per hour. \$569.50

06/09/10 Attend meeting with debtor's professionals regarding administration of remaining litigation claims (2.7); analyze personal injury claims (1.0)  
Erin Q. Ashcroft 3.70 hours at 330.00 per hour. \$1,221.00

06/09/10 Review and revise tracking charts for omnibus objections  
Linda J. Neilson .80 hours at 200.00 per hour. \$160.00

06/10/10 Numerous e-mails with creditor's counsel regarding status of resolution of various claims, including landlord claims (.9); e-mails with creditor's counsel regarding status of LG stipulation and finalization of same (.4)  
Douglas M. Foley 1.30 hours at 600.00 per hour. \$780.00

06/10/10 Continue claim objection resolutions, revise charts, analyze pleadings and multiple calls and e-mails regarding same (2.1); analyze responses to objections and e-mails regarding claim objection orders (.9)  
Sarah B. Boehm 3.00 hours at 495.00 per hour. \$1,485.00

06/10/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other items regarding same and research issues regarding same  
Daniel F. Blanks 4.40 hours at 415.00 per hour. \$1,826.00

06/10/10 Review, finalize and file notices of stipulation regarding omnibus objections (1.3); prepare and submit consent order on thirty-seventh omnibus objection (.4); review and analyze memorandum in support of summary judgment on omnibus objection (.7)  
Bryan A. Stark 2.40 hours at 335.00 per hour. \$804.00

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06/11/10 Draft and revise multiple claim objection orders and analyze exhibits and adjourn chart regarding same (.6); multiple calls regarding payment of administrative claims (.4); continue claim objection resolutions and multiple calls and e-mails regarding same (.5); telephone conference regarding upcoming omnibus objections and claims review (.2)  
Sarah B. Boehm 2.70 hours at 495.00 per hour. \$1,336.50

06/11/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other materials regarding same and research issues regarding same and review claims for objection and other issues  
Daniel F. Blanks 6.10 hours at 415.00 per hour. \$2,531.50

06/11/10 Review docket for objections to settlements (.2); telephone call with creditors' counsel regarding draft stipulation regarding omnibus objection and outstanding issues (.4); e-mail with counsel to creditors and creditors regarding same (.3); review proof of claim and credit allowances for allocation of setoff (.8)  
Bryan A. Stark 1.70 hours at 335.00 per hour. \$569.50

06/11/10 Review and revise tracking charts for omnibus objections responses  
Linda J. Neilson 1.70 hours at 200.00 per hour. \$340.00

06/14/10 Analyze issues relating to various stipulations resolving claims and status of various adversary proceedings and A/R collection matters and e-mails with client and debtors' professionals regarding same  
Douglas M. Foley 1.80 hours at 600.00 per hour. \$1,080.00

06/14/10 Finalize and file LG stipulation and multiple e-mails regarding same (.5); draft, revise, finalize and submit multiple omnibus objection claim orders and multiple calls and e-mails regarding same (1.2); analyze and revise adjourned claims status chart and e-mails regarding same (.6); multiple calls and e-mails regarding various claim matters (.5)  
Sarah B. Boehm 2.80 hours at 495.00 per hour. \$1,386.00

06/14/10 Review and analyze orders for omnibus claims objections and review and analyze claims, charts, dockets and other materials regarding same and revise and submit same (1.8); continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other materials regarding same and research issues regarding same (2.6); research issues regarding preference issues and new value defenses and other related issues (1.5)  
Daniel F. Blanks 5.90 hours at 415.00 per hour. \$2,448.50

06/14/10 Telephone call with counsel to creditor regarding settlement of forty-ninth omnibus objection (.8); correspond with debtors' professionals regarding future omnibus objections and review of claims included in same (.5); review, finalize and file notice of settlement (.7); review settlements regarding stipulation with Georgia and correspond with debtors' professionals regarding same (.4); review bankruptcy rules and draft stipulation of dismissal of appeal (.8); correspond with debtors' professionals regarding status of settlements for omnibus objections (.4); summarize and e-mail settlement offer to debtors (.6)  
Bryan A. Stark 4.20 hours at 335.00 per hour. \$1,407.00

06/14/10 Review and revise tracking charts for omnibus objections  
Linda J. Neilson 1.60 hours at 200.00 per hour. \$320.00

06/15/10 E-mails regarding finalization filing of several stipulations resolving creditor claims and e-mails with debtors' professionals regarding same (1.3); e-mails and telephone conference with debtors' professionals regarding status of litigation claims and resolution of same (.8)  
Douglas M. Foley 2.10 hours at 600.00 per hour. \$1,260.00

06/15/10 Continue claim objection resolutions, analyze issues and documents and multiple calls and e-mails regarding various claim matters (1.8); analyze issues and multiple calls and e-mails regarding upcoming omnibus objections and claims review regarding same (.8)  
Sarah B. Boehm 2.60 hours at 495.00 per hour. \$1,287.00

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06/15/10	Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other materials regarding same and research issues regarding same Daniel F. Blanks 4.60 hours at 415.00 per hour.	\$1,909.00
06/15/10	Draft settlement agreement regarding forty-ninth omnibus objection to claims (.6); draft stipulation of dismissal and e-mail to counsel for review (.7); review, finalize and file notice of settlement (.6) Bryan A. Stark 2.90 hours at 335.00 per hour.	\$971.50
06/15/10	Meeting with debtors professionals regarding analysis of litigation claims (.6); review AP proceeding (.4) Erin Q. Ashcroft 1.00 hours at 330.00 per hour.	\$330.00
06/15/10	Review and revise tracking charts for omnibus objections Linda J. Neilson 1.70 hours at 200.00 per hour.	\$340.00
06/16/10	E-mail regarding status chart for unresolved objected-to claims and formulation of strategy regarding same Douglas M. Foley 1.40 hours at 600.00 per hour.	\$840.00
06/16/10	Prepare for and participate in telephone conference regarding claims status, analyze and revise agenda and exhibit regarding adjourned claims status and multiple calls and e-mails regarding same (1.7); continue claim objection resolutions, analyze documents and claims and multiple calls and e-mails regarding same (1.2) Sarah B. Boehm 2.90 hours at 495.00 per hour.	\$1,435.50
06/16/10	Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other materials regarding same and research issues regarding same Daniel F. Blanks 5.70 hours at 415.00 per hour.	\$2,365.50
06/16/10	Review docket for objections to settlement agreements Bryan A. Stark .20 hours at 335.00 per hour.	\$67.00

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06/16/10 Telephone conferences with J. Liberi regarding pending litigation claims (.4); review CC Investors amended proof of claim and pleadings (.2); conference call with debtors professionals regarding litigation claims (.4)  
Erin Q. Ashcroft 1.00 hours at 330.00 per hour. \$330.00

06/16/10 Review and revise tracking chart for omnibus objections  
Linda J. Neilson 1.10 hours at 200.00 per hour. \$220.00

06/17/10 Begin analyzing strategy relating to resolution of remaining unresolved litigation claims, including future objections  
Douglas M. Foley 2.90 hours at 600.00 per hour. \$1,740.00

06/17/10 Prepare for and participate in claims meeting and analyze and revise chart and exhibit to agenda regarding same (1.8); continue claim objection resolutions, analyze claims and pleadings, multiple calls and e-mails regarding same and scheduling late claims to go forward on merits (4.1)  
Sarah B. Boehm 5.90 hours at 495.00 per hour. \$2,920.50

06/17/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze issues regarding same and review and analyze documents, pleadings, charts, and other items regarding same and draft stipulations regarding same (3.6); research issues regarding late claims and review items regarding same (.7)  
Daniel F. Blanks 4.30 hours at 415.00 per hour. \$1,784.50

06/17/10 Prepare for and participate in claims conference call (1.6); review and analyze proofs of claim for inclusion in omnibus objection (1.8); draft omnibus objection to legal claims and notice thereof (1.3); correspond with debtors' professionals regarding omnibus objection and review of claims to be included therein (.6); review updated stipulation of dismissal and correspond with debtors' professionals regarding same (.2); review, finalize and file notice of settlement and arrange for service (.5)  
Bryan A. Stark 6.00 hours at 335.00 per hour. \$2,010.00

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06/17/10 Meeting with debtors professionals to discuss  
claim objections (1.0); analyze claim  
objections (.3)  
Erin Q. Ashcroft 1.30 hours at 330.00 per hour. \$429.00

06/17/10 Review and revise tracking charts to omnibus  
objections  
Linda J. Neilson 1.80 hours at 200.00 per hour. \$360.00

06/18/10 E-mails with client regarding new claim  
objections and inclusion of various litigation  
claims  
Douglas M. Foley .40 hours at 600.00 per hour. \$240.00

06/18/10 Continue claim objection resolutions and  
multiple e-mails regarding same  
Sarah B. Boehm .70 hours at 495.00 per hour. \$346.50

06/18/10 Continue resolution of claims and multiple  
telephone conferences and e-mails with parties  
regarding same, review and analyze claims,  
pleadings, charts, and other materials  
regarding same and research issues regarding  
same and draft stipulations regarding same and  
other pleadings regarding same  
Daniel F. Blanks 6.10 hours at 415.00 per hour. \$2,531.50

06/18/10 Review proofs of claim to be included in  
omnibus objection and draft e-mail regarding  
potential issues (2.5); correspond with counsel  
to creditor regarding omnibus objection (.4);  
summarize and e-mail offer to settle to debtors  
(.4); draft settlement agreement (1.0)  
Bryan A. Stark 4.30 hours at 335.00 per hour. \$1,440.50

06/18/10 Review and revise tracking chart for omnibus  
objections  
Linda J. Neilson 1.00 hours at 200.00 per hour. \$200.00

06/20/10 Review proofs of claim regarding litigation  
claim objection  
Erin Q. Ashcroft 5.00 hours at 330.00 per hour. \$1,650.00

06/21/10 Review drafts of objections to various claims,  
including Quebecor, and proposed stipulations  
resolving various other claims and finalization  
of objections to litigation claims  
Douglas M. Foley 2.30 hours at 600.00 per hour. \$1,380.00

06/21/10 Analyze claim objections and related pleadings for filing and multiple calls and e-mails regarding same (1.4); analyze and revise agenda and exhibit regarding claim status hearings and multiple calls and e-mails regarding same (.8); continue claim objection resolutions, multiple calls to claimants and counsel regarding status hearing and going forward on merits, analyze claims and documents regarding same (2.1); analyze entered claim orders and e-mails regarding same (.3)  
Sarah B. Boehm 4.60 hours at 495.00 per hour. \$2,277.00

06/21/10 Continue resolution of claims and multiple telephone conference with parties regarding same and review and analyze claims, pleadings, charts, and other information regarding same and research issues regarding same and analyze strategies regarding same  
Daniel F. Blanks 2.90 hours at 415.00 per hour. \$1,203.50

06/21/10 Review comments and update draft of omnibus objection to legal liability claims (.6); review documentation regarding asserted defenses to accounts receivable and correspond with debtor regarding same (.7); correspond with debtors and debtors' professionals regarding omnibus objections to claims and objection to Quebecor claim (.6); review and analyze exhibits to omnibus objection (.7); draft notices of objection and notice of motion to file under seal for objection to Quebecor claim (.7); review, analyze, finalize and file objection to Quebecor claim, motion to seal exhibits thereto, and seventy-ninth omnibus objection to claims (1.1)  
Bryan A. Stark 4.40 hours at 335.00 per hour. \$1,474.00

06/21/10 Review proof of claim for omni objections seventy-nine (.9); e-mail debtors professionals regarding summary of claims review (.2)  
Erin Q. Ashcroft 1.20 hours at 330.00 per hour. \$396.00

06/21/10 Review and revise tracking charts for omnibus objections  
Linda J. Neilson 1.50 hours at 200.00 per hour. \$300.00

06/22/10 Continue claim objection resolutions, analyze claims and documents and multiple calls and e-mails regarding same  
Sarah B. Boehm 1.80 hours at 495.00 per hour. \$891.00

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06/22/10	Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and multiple telephone conferences and e-mails regarding same and research issues regarding same Daniel F. Blanks 5.90 hours at 415.00 per hour.	\$2,448.50
06/22/10	Review local rules and filings regarding notice for agreed motions (.7); correspond with debtors' professionals regarding same (.3); compile under seal documents and draft letters for delivery to court, clerk's office, creditors' committee and United States trustee (.7); review outstanding settlement offers and status of same and correspond with counsel to claimants subject to objections (.6) Bryan A. Stark 2.30 hours at 335.00 per hour.	\$770.50
06/22/10	Review and revise tracking charts for omnibus objections Linda J. Neilson 1.30 hours at 200.00 per hour.	\$260.00
06/23/10	Analyze claims and prepare for status hearings on omnibus objections and multiple calls and e-mails regarding same (1.6); continue claim objection resolutions, analyze pleadings, and multiple calls and e-mails regarding same (3.6); prepare for and participate in telephone conference regarding adjourned claims status and strategy and revise adjourned claims chart regarding same (1.7); revise, finalize and submit omnibus objection claim orders and e-mails regarding same (.7) Sarah B. Boehm 7.60 hours at 495.00 per hour.	\$3,762.00
06/23/10	Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other materials regarding same and research issues regarding same (5.1); prepare for and participate in claims meetings regarding resolution and update claims charts regarding same (1.3); draft discovery regarding claims (.9) Daniel F. Blanks 7.30 hours at 415.00 per hour.	\$3,029.50
06/23/10	Review objection chart for updates of objections (.5); prepare for and participate in claims telephone call (1.2); follow-up on issues from conference call (.4) Bryan A. Stark 2.10 hours at 335.00 per hour.	\$703.50

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06/23/10	Review and revise tracking charts for omnibus objections Linda J. Neilson 1.40 hours at 200.00 per hour.	\$280.00
06/24/10	Review several stipulations, including IBM stipulation and other issues relating to resolved claims, and e-mails with client and debtor's professionals regarding same Douglas M. Foley 1.90 hours at 600.00 per hour.	\$1,140.00
06/24/10	Prepare for and participate in omnibus hearing regarding claims status (2.1); continue claim objection resolutions, analyze documents and multiple calls and e-mails regarding same (2.2) Sarah B. Boehm 4.30 hours at 495.00 per hour.	\$2,128.50
06/24/10	Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other materials regarding same and research issues regarding same and draft and revise stipulations regarding same Daniel F. Blanks 4.80 hours at 415.00 per hour.	\$1,992.00
06/24/10	Correspond with counsel to claimant regarding seventy-ninth omnibus objection and basis of litigation claim (.4); review, prepare and file notice of stipulation (1.0) Bryan A. Stark 1.40 hours at 335.00 per hour.	\$469.00
06/24/10	Analyze issues regarding review of claim, stipulation and discovery Erin Q. Ashcroft .70 hours at 330.00 per hour.	\$231.00
06/25/10	Numerous e-mails with creditors and creditors' counsel regarding status of claim objections and setting matters for hearing on merits for July 22nd hearing date (2.9); e-mails regarding IBM stipulation and finalize same (.2); e-mails regarding Fugi films claim resolution (.2) Douglas M. Foley 3.30 hours at 600.00 per hour.	\$1,980.00

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06/25/10 Analyze late claims and responses and begin draft supplemental objection and brief regarding excusable neglect, update adjourned chart and multiple calls and e-mails regarding late claims (4.9); continue claim objection resolutions, analyze claims and pleadings, update adjourn chart and multiple calls and e-mails regarding same (2.1)  
Sarah B. Boehm 7.00 hours at 495.00 per hour. \$3,465.00

06/25/10 Draft and revise discovery for claimants (.9); continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other materials regarding same and research issues regarding same and draft and revise stipulations regarding same (3.6)  
Daniel F. Blanks 4.50 hours at 415.00 per hour. \$1,867.50

06/25/10 Draft discovery requests for litigation claims  
Erin Q. Ashcroft 2.70 hours at 330.00 per hour. \$891.00

06/27/10 Analyze issues and e-mails regarding status of various claim matters  
Sarah B. Boehm .40 hours at 495.00 per hour. \$198.00

06/28/10 Numerous e-mails regarding status of resolution of various claim objections and updated claim objection resolution chart regarding same  
Douglas M. Foley 1.70 hours at 600.00 per hour. \$1,020.00

06/28/10 Continue analysis of late claims and responses and draft and revise supplemental objection and brief regarding excusable neglect, update adjourned chart, finalize and file notice of hearing on merits regarding late claimant and multiple calls and e-mails regarding late claims (3.7); continue claim objection resolutions, analyze claims and pleadings, draft tax stipulation resolving various claims, update adjourn chart and multiple calls and e-mails regarding same (2.1); analyze issues and e-mails regarding various litigation claims and discovery (.8)  
Sarah B. Boehm 6.60 hours at 495.00 per hour. \$3,267.00

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06/28/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other materials regarding same and research issues regarding same and draft and revise stipulations regarding same  
Daniel F. Blanks 6.60 hours at 415.00 per hour. \$2,739.00

06/28/10 Meeting with debtors professionals to discuss discovery requests and settlement of claims and draft discovery for omni thirty-one litigation claims  
Erin Q. Ashcroft 2.80 hours at 330.00 per hour. \$924.00

06/28/10 Review and revise tracking charts for omnibus objections (1.2); review and prepare stipulations for omnibus objection thirty-seven claimants (1.5)  
Linda J. Neilson 2.70 hours at 200.00 per hour. \$540.00

06/29/10 Review unresolved claim objection summary chart and meeting with debtors' professionals and client regarding status of same and matters going forward for litigation on July 22nd (1.9); e-mails with client regarding status of various claim settlements and communication with business people (.6)  
Douglas M. Foley 2.50 hours at 600.00 per hour. \$1,500.00

06/29/10 Continue claim objection resolutions, draft, finalize and file stipulations resolving claims, multiple calls and e-mails with claimants and counsel regarding litigation claims and late claims (3.8); prepare for and participate in telephone conference regarding claims resolution, status and strategy and update adjourned chart regarding same (1.6); research scheduled and filed claims and telephone conference with K. Hogan regarding Philips (.4)  
Sarah B. Boehm 5.80 hours at 495.00 per hour. \$2,871.00

06/29/10 Prepare and participate in claims meetings and conferences and continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other materials regarding same and research issues regarding same and draft and revise stipulations regarding same  
Daniel F. Blanks 2.70 hours at 415.00 per hour. \$1,120.50

06/29/10 Review status of negotiations of stipulations (.6); prepare for and participate in conference call on omnibus objections (1.1); correspond with debtors' professionals and draft notice of hearing regarding omnibus objection (.8); review, finalize and file certificate of no objection (.3)  
Bryan A. Stark 2.80 hours at 335.00 per hour. \$938.00

06/29/10 Participate in claims review meeting to discuss status of claims (1.0); telephone conferences with omni thirty-seven property tax claimants regarding settlement and stipulation (1.4)  
Erin Q. Ashcroft 2.40 hours at 330.00 per hour. \$792.00

06/29/10 Review, revise and circulate tracking charts for omnibus objections (2.7); research and draft stipulations for responses to thirty-seventh omnibus objection (2.1); research and retrieve cases cited in motion to dismiss in adversary proceedings for Ryan and Schimenti (1.1)  
Linda J. Neilson 5.90 hours at 200.00 per hour. \$1,180.00

06/30/10 Review unresolved claim objections chart and stipulations relating to various settlements, including Town Square late claim  
Douglas M. Foley 1.80 hours at 600.00 per hour. \$1,080.00

06/30/10 Continue claim objection resolutions, analyze claims and documents, analyze and revise adjourned claims chart and multiple calls and e-mails regarding same (3.7); e-mails regarding entered claims orders (.2); revise, finalize and file multiple claim stipulations and notices thereof and e-mails regarding same (.8); analyze litigation claims, analyze and revise discovery and review issues and strategy regarding various litigation claims (1.2)  
Sarah B. Boehm 5.90 hours at 495.00 per hour. \$2,920.50

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06/30/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other materials regarding same and research issues regarding same and draft and revise stipulations regarding same  
Daniel F. Blanks 4.10 hours at 415.00 per hour. \$1,701.50

06/30/10 Review docket for objections to settlement agreements (.3); review and analyze stipulation with South Carolina and draft notice of stipulation for same (1.2); finalize and file notices of stipulations and notices of hearings on merits and arrange for service of same (1.4)  
Bryan A. Stark 2.90 hours at 335.00 per hour. \$971.50

06/30/10 Review and revise tracking chart for omnibus objections (.6); research and prepare stipulations for claimants on omnibus objection thirty-seven (2.6)  
Linda J. Neilson 3.20 hours at 200.00 per hour. \$640.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$600.00	34.4	\$20,640.00
Sarah B. Boehm	\$495.00	86.7	\$42,916.50
Daniel F. Blanks	\$415.00	103.6	\$42,994.00
Bryan A. Stark	\$335.00	62.9	\$21,071.50
Erin Q. Ashcroft	\$330.00	22.1	\$7,293.00
Linda J. Neilson	\$200.00	35.9	\$7,180.00
TOTAL FEES		345.6	\$142,095.00

**Re: Disclosure Statement and Plan**  
Our File No. 2055557-0270  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

06/02/10 Review materials filed by committee relating to alternative solo plan and revisions to bylaws and trust agreement and analyze issues regarding same and e-mails and telephone conference with debtors' professionals and client regarding same (2.9); e-mails and conference call with debtor's professionals and client regarding strategy relating to committee plan filing and review and revise motion for mediation and related pleadings for filing

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(2.4)

Douglas M. Foley	5.30 hours at 600.00 per hour.	\$3,180.00
06/02/10 Draft motion to shorten notice and motion for expedited regarding motion to mediate plan disputes, analyze pleadings and multiple calls and e-mails regarding same (1.4); analyze committee plan, bylaws and trust agreement and multiple calls and e-mails regarding same (.9) Sarah B. Boehm	2.30 hours at 495.00 per hour.	\$1,138.50
06/02/10 Review and finalize motion to direct mediation (.6); revise and finalize motion to expedite, motion to shorten, notice of motions, and draft order granting mediation motion (1.0); correspond with debtors' professionals regarding same (.3); finalize and file all motions and arrange for service (.6) Bryan A. Stark	2.50 hours at 335.00 per hour.	\$837.50
06/03/10 Analyze issues and e-mails regarding mediation motion and committee plan Sarah B. Boehm	.80 hours at 495.00 per hour.	\$396.00
06/03/10 Finalize and submit order on expedited motion Bryan A. Stark	.30 hours at 335.00 per hour.	\$100.50
06/08/10 Begin and continue review of edits to plan and disclosure statement and conference and meeting with debtors' professionals and client regarding same Douglas M. Foley	1.70 hours at 600.00 per hour.	\$1,020.00
06/11/10 Analyze agenda and e-mails regarding adjourned confirmation hearing and mediation motion status Sarah B. Boehm	.40 hours at 495.00 per hour.	\$198.00
06/13/10 Analyze issues and e-mails regarding various plan issues and potential mediation Sarah B. Boehm	.40 hours at 495.00 per hour.	\$198.00
06/14/10 Analyze e-mails and issues regarding plan revisions and possible mediation Sarah B. Boehm	.40 hours at 495.00 per hour.	\$198.00
06/15/10 Analyze issues and e-mails regarding plan confirmation status hearing and mediation motion Sarah B. Boehm	1.40 hours at 495.00 per hour.	\$693.00

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06/16/10 Prepare for and participate in status hearing  
on confirmation and handle issues regarding  
same  
Sarah B. Boehm 2.70 hours at 495.00 per hour. \$1,336.50

06/18/10 Continue review of redlines to joint plan,  
bylaws and liquidating trust agreement  
Douglas M. Foley 1.50 hours at 600.00 per hour. \$900.00

06/22/10 Analyze plan documents and blacklines and  
e-mails regarding same  
Sarah B. Boehm .60 hours at 495.00 per hour. \$297.00

06/23/10 E-mails with client and co-counsel regarding  
structure of plan  
Douglas M. Foley .40 hours at 600.00 per hour. \$240.00

06/24/10 Prepare for and participate in status hearing  
regarding confirmation and mediation and  
multiple calls and e-mails regarding same  
Sarah B. Boehm 1.80 hours at 495.00 per hour. \$891.00

06/27/10 Analyze issues and e-mails regarding mediation  
and plan issues  
Sarah B. Boehm .30 hours at 495.00 per hour. \$148.50

06/28/10 E-mails regarding mediation and related plan  
issues  
Sarah B. Boehm .40 hours at 495.00 per hour. \$198.00

06/29/10 E-mails and telephone conference with chambers  
and opposing counsel and client and co-counsel  
regarding scheduling of mediation on plan  
disputes and e-mails regarding same  
Douglas M. Foley 2.40 hours at 600.00 per hour. \$1,440.00

06/29/10 E-mails regarding scheduling mediation and  
related matters and analyze issues regarding  
same  
Sarah B. Boehm .60 hours at 495.00 per hour. \$297.00

Timekeeper	Rate/Hr	Hours	Fees
Douglas M. Foley	\$600.00	11.3	\$6,780.00
Sarah B. Boehm	\$495.00	12.1	\$5,989.50
Bryan A. Stark	\$335.00	2.8	\$938.00
TOTAL FEES		26.2	\$13,707.50

Re: Intellectual Property Matters  
Our File No. 2055557-0310  
Circuit City Contact Katie Bradshaw

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**McGuireWoods Contact      Douglas M. Foley**

06/22/10 Send correspondence to K. Bradshaw regarding renewal of 800.COM  
Douglas B. Smith .30 hours at 320.00 per hour. \$96.00

06/23/10 E-mails with D. Foley regarding status of 800.COM marks  
Douglas B. Smith .20 hours at 320.00 per hour. \$64.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas B. Smith	\$320.00	0.5	\$160.00
TOTAL FEES		0.5	\$160.00

**Re: Schimenti Construction Litigation  
Our File No. 2055557-0323**

06/01/10 Draft memorandum in support of motion to dismiss complaint and revise motion to dismiss (.6); research issues related to conversion claim for relief (.7); correspond with debtors' professionals regarding motion (.5) 2.80  
Bryan A. Stark

06/02/10 Review and revise Rule 12(b) motion and memorandum .80  
Douglas M. Foley

06/02/10 Research outstanding issues relating to Schimenti 12(b) (6) motion to dismiss (.6); finalize and file motion to dismiss Schimenti complaint and memorandum in support (1.0) 1.60  
Bryan A. Stark

06/03/10 E-mails with counsel for Schimenti regarding continuation of hearing on motion to dismiss .40  
Douglas M. Foley

06/04/10 Review, analyze and revise motion and memorandum of law in support of dismissal of complaint alleging constructive trust 2.10  
Douglas M. Foley

06/10/10 E-mails regarding litigation and partial resolution of claims .30  
Douglas M. Foley

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06/14/10 Analyze issues regarding partial resolution of .30  
claims  
Douglas M. Foley

06/14/10 Review docket and analyze notice of appeal and .60  
correspond with debtors' professionals  
regarding same  
Bryan A. Stark

06/23/10 Draft and serve initial disclosures in 1.40  
adversary proceeding (.7); correspond with  
debtors and debtors' professionals regarding  
same (.4); review and analyze defendant's  
initial disclosures (.3)  
Bryan A. Stark

06/30/10 Prepare documents for hearing on motion to 1.30  
dismiss  
Linda J. Neilson

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$600.00	3.9	\$2,340.00
Bryan A. Stark	\$335.00	6.4	\$2,144.00
Linda J. Neilson	\$200.00	1.3	\$260.00
TOTAL FEES		11.6	\$4,744.00

Disbursements and Other Expenses:

Copy Charges	\$452.90
Pacer Research	\$44.00
Long Distance Telephone Charges	\$115.20
05/11/10 GENESYS CONFERENCING INC - Conference call hosted by Douglas M. Foley on 05/11/2010	\$6.94
05/11/10 GENESYS CONFERENCING INC - Conference call hosted by Douglas M. Foley on 05/11/2010	\$49.31
05/20/10 GENESYS CONFERENCING INC - Conference call hosted by Douglas M. Foley on 05/20/2010	\$10.75
05/24/10 GENESYS CONFERENCING INC - Conference call hosted by Daniel F. Blanks on 05/24/2010	\$4.85
05/27/10 GENESYS CONFERENCING INC - Conference call hosted by Douglas M. Foley on 05/27/2010	\$3.81
05/27/10 GENESYS CONFERENCING INC - Conference call hosted by Douglas M. Foley on 05/27/2010	\$10.46
06/08/10 GENESYS CONFERENCING INC - Conference call hosted by Douglas M. Foley on 06/08/2010	\$89.65
06/09/10 BIZPORT - LOGISTICS - Delivery from McGuireWoods to US District Court on 5/25/10	\$6.00
06/11/10 SARAH B. BOEHM - Van Service to court - 6/8/10	\$382.50
06/11/10 FedEx Priority Overnight to Phoenix, AZ - Tracking #: 793630577169	\$12.24

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06/14/10	RESTAURANTEUR INC - Luncheon ordered 6/8/10	\$198.14
06/15/10	DANIEL F. BLANKS - Attend client meeting 6/09	\$93.33
06/15/10	DOUGLAS M. FOLEY - Attend omni hearing and client meeting 6/06; hotel, meals, mileage	\$681.18
06/16/10	FedEx Standard Overnight to Glen Allen, VA - Tracking #: 792185998988	\$13.31
06/22/10	DOUGLAS M. FOLEY - Attend client meetings and omni hearing 6/15; hotel, meals, mileage	\$347.70
06/25/10	FedEx Priority Overnight to Wilmington, DE - Tracking #: 790718269441	\$18.10
06/27/10	RESTAURANTEUR INC - Lunch ordered 6/24/10	\$202.58
06/30/10	LASERSHIP INC - Delivery to Tavenner & Beran, PLC (Lynn L. Tavenner) from McGuireWoods on 6/22/10	\$5.32
06/30/10	J&J COURT TRANSCRIBERS INC - Professional Services - Federal Court 14-Day On 6/8/2010	\$110.50
	TOTAL EXPENSES	\$2,858.77

Summary of Fees and Expenses:

Total Fees for all Matters:	\$345,867.00
Total Expenses for all Matters:	<u>\$2,858.77</u>
Total for this Invoice:	<u>\$348,725.77</u>

**Exhibit E-3**

# McGUiREWOODS

Douglas M. Foley  
(804) 775-1150

One James Center  
901 East Cary Street  
Richmond, Virginia 23219-4030

August 19, 2010

REMITTANCE COPY  
PLEASE RETURN WITH PAYMENT  
DIRECT ACCOUNTING INQUIRIES TO (804) 775-1601 or (800) 775-2202

INVOICE NO. 91280081

Circuit City Stores, Inc.  
4951 Lake Brook Drive  
Glen Allen, VA 23060

TAX ID NO. 54-0505857

JOINT GROUP #2055557

Balance Forward from Prior Invoices: \$90,331.49  
*(IF BALANCE FORWARD PREVIOUSLY PAID, PLEASE DISREGARD)*

Current Invoice:

Current Fees:	\$307,084.50
Current Disbursements:	<u>\$9,096.75</u>
Current Invoice Total:	<u>\$316,181.25</u>

Total Balance Due:

\$406,512.74

PLEASE REMIT PAYMENT TO THE FOLLOWING ADDRESS:

McGuireWoods LLP  
Attn: Accounts Receivable  
901 E. Cary Street  
Richmond, VA 23219-4030

PAYMENT IN FULL IS DUE UPON PRESENTATION

# McGUIREWOODS

Douglas M. Foley  
(804) 775-1150

One James Center  
901 East Cary Street  
Richmond, Virginia 23219-4030

August 19, 2010

Circuit City Stores, Inc.  
4951 Lake Brook Drive  
Glen Allen, VA 23060

Bill Through: 07/31/10

INVOICE NO. 91280081

TAX ID NO. 54-0505857

**FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED:**

Re: General Case Administration  
Our File No. 2055557-0010  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

07/01/10	Research property agreements (1.1); conference with professionals regarding same (.4) Karen B. Cain .50 hours at 215.00 per hour.	\$322.50
07/02/10	Telephone conferences with parties regarding bankruptcy cases and related issues and review documents regarding same Daniel F. Blanks .50 hours at 415.00 per hour.	\$207.50
07/06/10	Draft, revise, finalize and file motion and notice regarding removal of actions and e-mails regarding same Sarah B. Boehm .60 hours at 495.00 per hour.	\$297.00
07/07/10	Analyze and revise agenda and multiple e-mails regarding status of various matters scheduled for July 12th omnibus hearing Sarah B. Boehm .60 hours at 495.00 per hour.	\$297.00
07/08/10	Analyze agenda and multiple e-mails regarding status of matters scheduled for omnibus hearing Sarah B. Boehm .30 hours at 495.00 per hour.	\$148.50

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07/08/10 Review and revise July 12th hearing agenda (.8); revise Exhibit A to hearing agenda (1.2). Linda J. Neilson 2.00 hours at 200.00 per hour. \$400.00

07/09/10 Review and revise agenda and e-mails with opposing counsel and co-counsel regarding status of various matters Douglas M. Foley 1.60 hours at 600.00 per hour. \$960.00

07/09/10 Analyze and revise agenda and multiple e-mails regarding filing same Sarah B. Boehm .40 hours at 495.00 per hour. \$198.00

07/09/10 Review and provide comments on omnibus hearing agenda (.4); correspond with debtors' professionals regarding same (.4); finalize, file and arrange for service of same (.3) Bryan A. Stark 1.10 hours at 335.00 per hour. \$368.50

07/09/10 Review, revise and circulate July 12th hearing agenda and exhibits for filing Linda J. Neilson 1.90 hours at 200.00 per hour. \$380.00

07/12/10 Review agenda and pleadings relating to matters on for Omnibus hearing on July 12th and meetings with client and debtors' professionals regarding same Douglas M. Foley 3.70 hours at 600.00 per hour. \$2,220.00

07/12/10 Prepare for and participate in omnibus hearing regarding various matters, analyze pleadings and multiple conferences regarding same Sarah B. Boehm 3.80 hours at 495.00 per hour. \$1,881.00

07/12/10 Prepare for and attend July 12th omnibus hearing and review and analyze issues and documents regarding same (1.0); e-mails with debtors' professionals regarding mediation and contact with mediator (.4) Daniel F. Blanks 1.40 hours at 415.00 per hour. \$581.00

07/12/10 Participate in omnibus hearing via teleconference Bryan A. Stark .70 hours at 335.00 per hour. \$234.50

07/12/10 Review, organize and prepare responses to subpoena and garnishment requests Linda J. Neilson 1.50 hours at 200.00 per hour. \$300.00

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07/14/10 Review draft of agenda for matters on July 22nd and begin reviewing pleadings and status of claims regarding same  
Douglas M. Foley 1.30 hours at 600.00 per hour. \$780.00

07/14/10 Review, revise and circulate July 22nd hearing agenda and Exhibit A  
Linda J. Neilson 1.90 hours at 200.00 per hour. \$380.00

07/15/10 E-mails with parties regarding status of matters and agenda  
Daniel F. Blanks .50 hours at 415.00 per hour. \$207.50

07/15/10 Review and revise Exhibit A to July 12th hearing agenda (1.8); review, organize and prepare responses to garnishment requests (1.1)  
Linda J. Neilson 2.90 hours at 200.00 per hour. \$580.00

07/16/10 Analyze issues and e-mail regarding restitution payments  
Sarah B. Boehm .20 hours at 495.00 per hour. \$99.00

07/16/10 Review and organize garnishment request  
Linda J. Neilson 1.00 hours at 200.00 per hour. \$200.00

07/19/10 Review and revise agenda for July 22nd hearing and e-mails with debtors' professionals regarding same  
Douglas M. Foley .50 hours at 600.00 per hour. \$300.00

07/19/10 Review and analyze various drafts of agenda for omnibus hearing and provide comments on same (1.3); correspond with debtors' professionals regarding updates to agenda (.5); finalize and file agenda and arrange for service of same (.4)  
Bryan A. Stark 2.20 hours at 335.00 per hour. \$737.00

07/19/10 Review and revise July 21st hearing agenda and exhibit for filing  
Linda J. Neilson 3.60 hours at 200.00 per hour. \$720.00

07/20/10 Review unfilled affidavits of service and correspond with debtors' professionals regarding same  
Bryan A. Stark .40 hours at 335.00 per hour. \$134.00

07/20/10 Prepare documents for July 22nd hearing  
Linda J. Neilson 2.20 hours at 200.00 per hour. \$440.00

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07/21/10	Review agenda and prepare for hearing on July 22nd Douglas M. Foley 1.90 hours at 600.00 per hour.	\$1,140.00
07/21/10	Work on omnibus hearing binders for professionals Karen B. Cain .90 hours at 215.00 per hour.	\$193.50
07/22/10	Prepare for and participate in omnibus hearing for Circuit City Douglas M. Foley 4.40 hours at 600.00 per hour.	\$2,640.00
07/22/10	Revise and submit multiple orders regarding omnibus hearing matters and e-mails with clerk's office regarding same Sarah B. Boehm .70 hours at 495.00 per hour.	\$346.50
07/22/10	Prepare for and participate in telephone omnibus hearing and e-mails and telephone conferences with parties regarding same Daniel F. Blanks .50 hours at 415.00 per hour.	\$207.50
07/22/10	Prepare for and participate in telephonic omnibus hearing (.4); review and file affidavits of service (.7) Bryan A. Stark 1.10 hours at 335.00 per hour.	\$368.50
07/22/10	Review and organize requests for garnishments Linda J. Neilson 1.10 hours at 200.00 per hour.	\$220.00
07/22/10	Prepare argument and omnibus hearing binders (1.9); assist with omnibus hearing and preparations (2.8) Karen B. Cain 4.70 hours at 215.00 per hour.	\$1,010.50
07/23/10	Draft, finalize and file notice of rescheduled omnibus hearing and e-mails regarding same and updating KCC website (.4); e-mails regarding various orders (.3) Sarah B. Boehm .70 hours at 495.00 per hour.	\$346.50
07/23/10	Review and organize requests for garnishments Linda J. Neilson 1.30 hours at 200.00 per hour.	\$260.00
07/27/10	Review and organize requests for garnishments Linda J. Neilson .60 hours at 200.00 per hour.	\$120.00
07/29/10	Analyze and revise agenda and multiple calls and e-mails regarding status of various matters for omnibus hearing Sarah B. Boehm .40 hours at 495.00 per hour.	\$198.00

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07/29/10 Review and revise draft August 4th hearing agenda (.8); review, organize and prepare responses to garnishments (1.0)  
Linda J. Neilson 1.80 hours at 200.00 per hour. \$360.00

07/30/10 Revise, finalize and file omnibus hearing agenda and multiple calls and e-mails regarding status of various matters (.9); analyze issues and multiple e-mails regarding restitution settlement (.3)  
Sarah B. Boehm 1.20 hours at 495.00 per hour. \$594.00

07/30/10 Review and analyze omnibus hearing agenda and provide comments on same  
Bryan A. Stark .80 hours at 335.00 per hour. \$268.00

07/30/10 Review and revise August 4th hearing agenda for filing (.7); prepare documents for hearing (.8); prepare response to subpoena (.4)  
Linda J. Neilson 1.90 hours at 200.00 per hour. \$380.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$600.00	13.4	\$8,040.00
Sarah B. Boehm	\$495.00	8.9	\$4,405.50
Daniel F. Blanks	\$415.00	2.9	\$1,203.50
Bryan A. Stark	\$335.00	6.3	\$2,110.50
Karen B. Cain	\$215.00	7.1	\$1,526.50
Linda J. Neilson	\$200.00	23.7	\$4,740.00
TOTAL FEES		62.3	\$22,026.00

Re: Monthly Operating Reports  
Our File No. 2055557-0060  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

07/15/10 Review and file monthly operating report and e-mails with client regarding same  
Daniel F. Blanks .50 hours at 415.00 per hour. \$207.50

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Daniel F. Blanks	\$415.00	0.5	\$207.50
TOTAL FEES		0.5	\$207.50

Re: Professional Retention/Fee Applications  
Our File No. 2055557-0070  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

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07/01/10 Analyze issues and e-mails regarding KPMG audits  
Sarah B. Boehm .40 hours at 495.00 per hour. \$198.00

07/06/10 Analyze and revise monthly fee statement (.1.); e-mails regarding status of monthly fee statements from other professionals (.2); analyze issues and e-mails regarding expanding scope of KPMG retention (.3)  
Sarah B. Boehm 1.60 hours at 495.00 per hour. \$792.00

07/07/10 Analyze issues regarding no objections to interim fee applications and e-mails regarding same  
Sarah B. Boehm .40 hours at 495.00 per hour. \$198.00

07/11/10 Telephone conference regarding hearing on interim fee applications  
Sarah B. Boehm .20 hours at 495.00 per hour. \$99.00

07/12/10 Prepare for and participate in omnibus hearing regarding interim fee applications (1.5); draft correspondence, finalize and e-mail monthly fee statement (.5)  
Sarah B. Boehm 2.00 hours at 495.00 per hour. \$990.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Sarah B. Boehm	\$495.00	4.6	\$2,277.00
TOTAL FEES		4.6	\$2,277.00

Re: Creditors Committee  
Our File No. 2055557-0080  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

07/23/10 E-mails regarding C. Jones participation as ex-officio non voting member of board of directors of Circuit City  
Douglas M. Foley .20 hours at 600.00 per hour. \$120.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$600.00	0.2	\$120.00
TOTAL FEES		0.2	\$120.00

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**Re: Automatic Stay**

Our File No. 2055557-0090  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

07/01/10 Review and analyze motion for relief  
Bryan A. Stark .30 hours at 335.00 per hour. \$100.50

Timekeeper	Rate/HR	Hours	Fees
Bryan A. Stark	\$335.00	0.3	\$100.50
TOTAL FEES		0.3	\$100.50

**Re: Executory Contracts**

Our File No. 2055557-0140  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

07/01/10 Review and analyze Ryan's response and research issues regarding same  
Daniel F. Blanks 1.10 hours at 415.00 per hour. \$456.50

07/06/10 Analyze issues regarding Ryan motion to dismiss and reply in support, review pleadings and e-mails regarding same  
Sarah B. Boehm .60 hours at 495.00 per hour. \$297.00

07/07/10 Draft reply to motion to dismiss Ryan complaint and analyze issues regarding same and research issues regarding same  
Daniel F. Blanks 2.50 hours at 415.00 per hour. \$1,037.50

07/08/10 Analyze and revise Ryan reply and e-mails regarding same  
Sarah B. Boehm .40 hours at 495.00 per hour. \$198.00

07/08/10 Continue draft and revise reply to Ryan and research issues regarding same and file same  
Daniel F. Blanks 1.80 hours at 415.00 per hour. \$747.00

07/09/10 Review and revise reply brief for Ryan regarding motion to dismiss  
Douglas M. Foley 1.40 hours at 600.00 per hour. \$840.00

07/09/10 Analyze and revise Ryan reply and e-mails regarding filing same  
Sarah B. Boehm .40 hours at 495.00 per hour. \$198.00

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07/09/10	Revise reply brief and telephone conference with debtors' professionals regarding same Daniel F. Blanks .60 hours at 415.00 per hour.	\$249.00
07/11/10	Telephone conference regarding hearing on Ryan motion to dismiss Sarah B. Boehm .20 hours at 495.00 per hour.	\$99.00
07/12/10	Prepare for and attend hearings on motion to dismiss adversary proceeding by Ryan and analyze issues regarding same Douglas M. Foley 1.20 hours at 600.00 per hour.	\$720.00
07/12/10	Review pleadings, documents and other materials regarding Ryan and motion to dismiss and research multiple issues regarding same and review items and prepare arguments regarding same Daniel F. Blanks 5.20 hours at 415.00 per hour.	\$2,158.00
07/15/10	E-mails and telephone conference with J. Morris regarding status of Ryan complaint and potential settlement Douglas M. Foley .40 hours at 600.00 per hour.	\$240.00
07/16/10	Analyze issues and plan language regarding Ryan and e-mails regarding same Sarah B. Boehm .20 hours at 495.00 per hour.	\$99.00
07/20/10	Analyze issues regarding Ryan motion to dismiss and plan language regarding same Sarah B. Boehm .30 hours at 495.00 per hour.	\$148.50
07/22/10	E-mails with debtors' professionals regarding order granting debtors' motion to dismiss and related items and review plan and other items regarding same Daniel F. Blanks .90 hours at 415.00 per hour.	\$373.50
07/23/10	Analyze issues and e-mails regarding Ryan dismissal and order regarding same Sarah B. Boehm .20 hours at 495.00 per hour.	\$99.00
07/28/10	Analyze and revise order regarding Ryan motion to dismiss and e-mails regarding Ryan extension of time regarding district court appeal briefing schedule Sarah B. Boehm .30 hours at 495.00 per hour.	\$148.50
07/28/10	Revise and submit Ryan order Daniel F. Blanks .40 hours at 415.00 per hour.	\$166.00

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<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$600.00	3.0	\$1,800.00
Sarah B. Boehm	\$495.00	2.6	\$1,287.00
Daniel F. Blanks	\$415.00	12.5	\$5,187.50
TOTAL FEES		18.1	\$8,274.50

**Re: Litigation**

Our File No. 2055557-0150  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

07/01/10 Analyze issues relating to Ryan motion to dismiss and responsive pleadings in preparation for hearings on July 12th and analyze issues regarding same (.4); e-mails regarding contours of settlement agreement with Creative Labs and e-mails with client regarding same (.6)  
Douglas M. Foley 2.00 hours at 600.00 per hour. \$1,200.00

07/01/10 Telephone call from probation officer regarding restitution payments and related issues (.2); review correspondence regarding restitution check and e-mails regarding same (.3); analyze and revise discovery regarding Active and multiple calls regarding same (.9)  
Sarah B. Boehm 1.40 hours at 495.00 per hour. \$693.00

07/01/10 Draft responses and review and analyze documents and charts regarding discovery for Active and multiple telephone conferences and e-mails with parties regarding same  
Daniel F. Blanks 4.90 hours at 415.00 per hour. \$2,033.50

07/01/10 Research conversion of motion to dismiss issues (1.4); correspond with party regarding demand letter and request for more information (.4); forward information to debtors regarding same (.2); review initial disclosures and correspond with debtors' professionals regarding same (.4)  
Bryan A. Stark 2.40 hours at 335.00 per hour. \$804.00

07/01/10 Meeting with debtors professionals regarding Active Media disclosures and document production  
Erin Q. Ashcroft .30 hours at 330.00 per hour. \$99.00

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07/01/10	Prepare production of documents in Active adversary proceeding Linda J. Neilson 1.40 hours at 200.00 per hour.	\$280.00
07/02/10	E-mails with client and debtors' professionals regarding status of various demand letters and collection of accounts receivable and follow-up regarding same (1.2); continue review of Ryan pleadings relating to motion to dismiss (.6); e-mails regarding discovery and responses relating to Active Media (.6) Douglas M. Foley 2.40 hours at 600.00 per hour.	\$1,440.00
07/02/10	Analyze issues and e-mail from district court law clerk regarding LG dismissal Sarah B. Boehm .20 hours at 495.00 per hour.	\$99.00
07/05/10	Telephone conferences and e-mails with client and debtors' professionals regarding Active litigation and review documents and analyze strategies regarding adversary proceeding Daniel F. Blanks .40 hours at 415.00 per hour.	\$166.00
07/06/10	Analyze potential settlement ramifications and stipulation provisions related to Creative Labs Douglas M. Foley .70 hours at 600.00 per hour.	\$420.00
07/06/10	Prepare for and participate in telephone conference with client and others regarding Active discovery, production and answers to discovery and strategies regarding same and analysis regarding same and review documents regarding same Daniel F. Blanks 1.90 hours at 415.00 per hour.	\$788.50
07/06/10	Review correspondence and analyze draft settlement agreement (.8); revise and update settlement agreement (.8); correspond with debtors' professionals and debtor regarding status of litigation and settlement (.6) Bryan A. Stark 2.20 hours at 335.00 per hour.	\$737.00
07/06/10	Telephone conference with debtors professionals regarding Active Media discovery response (1.0); revise Active discovery responses and prepare documents for production (1.1) Erin Q. Ashcroft 2.10 hours at 330.00 per hour.	\$693.00

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07/06/10	Prepare documents for production regarding Active Media discovery (1.2); prepare letter regarding same (.2)	Linda J. Neilson	1.40 hours at 200.00 per hour.	\$280.00
07/07/10	Review, finalize and file Gentry appellee designations and e-mails regarding same	Sarah B. Boehm	.40 hours at 495.00 per hour.	\$198.00
07/07/10	Review and analyze expert report for Active and analyze issues regarding same and e-mails with Active regarding depositions and other related issues	Daniel F. Blanks	1.10 hours at 415.00 per hour.	\$456.50
07/07/10	Meeting with debtors professionals regarding Active deadlines and settlement language	Erin Q. Ashcroft	.40 hours at 330.00 per hour.	\$132.00
07/07/10	Organize Active Media files for production of documents	Linda J. Neilson	1.30 hours at 200.00 per hour.	\$260.00
07/08/10	Review pleading relating to Ryan and review and revise reply brief regarding motion to dismiss regarding same (1.7); numerous e-mails regarding status of potential settlement for various pending adversary proceedings, including Creative Labs and analyze issues regarding same (1.7); review draft expert report for Active Media matter and analyze issues relating to discovery issues (1.3)	Douglas M. Foley	4.70 hours at 600.00 per hour.	\$2,820.00
07/08/10	Analyze issues regarding copies of appellee designations for clerk's office and multiple calls and e-mails regarding same (.3); analyze status of various litigation matters and e-mails regarding same (.5)	Sarah B. Boehm	.80 hours at 495.00 per hour.	\$396.00

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07/08/10	Research motion to dismiss conversion issue and draft language for reply to motion to dismiss (.6); review and analyze same and forward for comments (.5); update settlement agreement to Creative Labs complaint and correspond with debtors' professionals and defendant's counsel regarding same (.4); review courtesy copy of additional items on appeal for delivery to chambers and correspond with debtors' professionals regarding same (.6)	Bryan A. Stark    2.10 hours at   335.00 per hour.	\$703.50
07/09/10	Finalize appellee designations for clerk's office and multiple calls and e-mails regarding same (.3); analyze issues and e-mails regarding Mitsubishi adversary proceeding (.3)	Sarah B. Boehm    .60 hours at   495.00 per hour.	\$297.00
07/09/10	Correspond with clerk's office and debtors' professionals regarding appellee designations for appeal (.4); review copy of additional items on appeal for delivery to chambers, resolve issues relating to same and correspond with debtors' professionals regarding same (.5); review and analyze Ryan, Inc. reply in support of motion to dismiss and discuss same with debtors' professionals (.8); finalize and file same (.4); correspond with debtors' professionals and counsel to defendant regarding status of adversary proceeding and motion to dismiss (.4)	Bryan A. Stark    2.50 hours at   335.00 per hour.	\$837.50
07/11/10	Prepare for motions to dismiss and hearing and items on agenda relating to adversary proceedings for July 12th	Douglas M. Foley    1.80 hours at   600.00 per hour.	\$1,080.00
07/12/10	Review expert report for Active and telephone conference with debtors' professionals regarding same	Daniel F. Blanks    1.40 hours at   415.00 per hour.	\$581.00
07/13/10	Analyze issues regarding preferences and new value defense and e-mails regarding same	Sarah B. Boehm    .40 hours at   495.00 per hour.	\$198.00
07/13/10	Review and analyze expert reports and strategies regarding same	Daniel F. Blanks    .60 hours at   415.00 per hour.	\$249.00

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07/14/10	Review docket and pleadings and correspond with debtors' professionals regarding deadlines in adversary proceedings (.4); review documentation provided for support for accounts receivable in adversary proceeding (.7) Bryan A. Stark 1.10 hours at 335.00 per hour.	\$368.50
07/15/10	Review expert report and analyze issues Daniel F. Blanks 1.50 hours at 415.00 per hour.	\$622.50
07/15/10	Review information provided by defendant regarding accounts receivable and other information (.7); cross-reference documents provided against debtors' comments (.4) Bryan A. Stark 1.10 hours at 335.00 per hour.	\$368.50
07/16/10	Analyze issues regarding to Creative Labs and Signature adversary proceedings Douglas M. Foley .80 hours at 600.00 per hour.	\$480.00
07/16/10	Draft deposition notices and other items regarding Active and review and analyze documents regarding same Daniel F. Blanks 1.20 hours at 415.00 per hour.	\$498.00
07/16/10	Review documentation regarding receivables and correspond with debtor regarding same Bryan A. Stark .80 hours at 335.00 per hour.	\$268.00
07/17/10	E-mails and discussions regarding settlement of various litigation matters, including Signature default motion Douglas M. Foley .40 hours at 600.00 per hour.	\$240.00
07/19/10	E-mails regarding potential cause of action relating to class action litigation (.5); e-mails regarding response to Mitsubishi's motion to dismiss and analyze issues regarding same for hearing on July 22nd for a pre-trial conference status hearing on July 22nd (.5); e-mails regarding status of Ryan matter and potential language for plan confirmation order (.4) Douglas M. Foley 1.40 hours at 600.00 per hour.	\$840.00
07/19/10	Telephone conference regarding potential class action litigation, research and review pleadings and e-mails regarding same Sarah B. Boehm 1.10 hours at 495.00 per hour.	\$544.50

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07/19/10	Continue e-mails and telephone conferences regarding depositions and related items Daniel F. Blanks 1.10 hours at 415.00 per hour.	\$456.50
07/19/10	Correspond with counsel regarding Ninth Circuit appeal (.3); review and analyze response to defendant's motion to dismiss (.7); finalize and file response to motion to dismiss (.4) Bryan A. Stark 1.40 hours at 335.00 per hour.	\$469.00
07/19/10	Prepare notices of deposition in Active litigation Linda J. Neilson 1.00 hours at 200.00 per hour.	\$200.00
07/20/10	Review materials relating to Ryan's lawsuit against AMD and how it may effect issues relating to Hawaii tax appeal (.6); e-mails with opposing counsel regarding settlement of Creative Labs (.3) Douglas M. Foley .90 hours at 600.00 per hour.	\$540.00
07/20/10	Analyze issues regarding various litigation matters and discovery Sarah B. Boehm .70 hours at 495.00 per hour.	\$346.50
07/20/10	Correspond with counsel to defendant and debtors' professionals regarding settlement of adversary proceeding (.4); finalize settlement agreement and forward to counsel for execution (.5) Bryan A. Stark .90 hours at 335.00 per hour.	\$301.50
07/21/10	E-mails regarding status of discovery matters in Sharp adversary proceeding and e-mails with client regarding same Douglas M. Foley .40 hours at 600.00 per hour.	\$240.00
07/21/10	Continue review of documents for Active and analyze strategies regarding same and deposition and litigation strategies regarding same Daniel F. Blanks 5.00 hours at 415.00 per hour.	\$2,075.00

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07/21/10	Correspond with debtors' professionals and creditor's counsel regarding settlement, execution and other issues (.5); draft, finalize and file notice of settlement regarding Creative Labs adversary proceeding (1.2); review and analyze debtors' responses and support regarding Sharp adversary proceeding (.7)	Bryan A. Stark    2.40 hours at   335.00 per hour.	\$804.00
07/22/10	Continue review and analyze documents and analyze and develop strategies regarding Active litigation and research issues regarding same	Daniel F. Blanks    3.30 hours at   415.00 per hour.	\$1,369.50
07/23/10	E-mails regarding status of Sharp adversary proceeding and discovery matters (.3); e-mails regarding status of Active Media discovery matters and disputes (.4)	Douglas M. Foley    .70 hours at   600.00 per hour.	\$420.00
07/23/10	Review documents regarding Active and e-mails and telephone conferences with parties regarding same and issues regarding depositions	Daniel F. Blanks    4.40 hours at   415.00 per hour.	\$1,826.00
07/23/10	Draft stipulation and consent order dismissing LG adversary proceeding (1.3); correspond with debtors' professionals and LG counsel regarding same (.4); finalize and submit same (.3); draft status report for Unical Ninth Circuit appeal (.4); correspond with debtors' professionals regarding finalizing and filing same (.7); review debtors' comments on accounts receivable claims and correspond with debtor and debtor's professionals regarding same (1.2)	Bryan A. Stark    4.30 hours at   335.00 per hour.	\$1,440.50
07/25/10	Analyze issues regarding Active litigation and telephone conference with D. Blanks regarding same	Sarah B. Boehm    .60 hours at   495.00 per hour.	\$297.00
07/25/10	Review discovery documents, analyze issues regarding same and prepare strategies regarding same	Daniel F. Blanks    1.10 hours at   415.00 per hour.	\$456.50

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07/26/10 E-mails regarding Mitsubishi matter and motions and briefs relating to dismissal of Count VI and review same (.7); analyze issues and summary of Active Media counts and discovery issue and strategy going forward with respect to depositions and document review (.7)  
Douglas M. Foley 1.40 hours at 600.00 per hour. \$840.00

07/26/10 Review and analyze documents, correspondence and other materials regarding Active litigation and analyze strategies and e-mails regarding same  
Daniel F. Blanks 4.70 hours at 415.00 per hour. \$1,950.50

07/26/10 Review scheduling order, accounts receivable issues and preference analysis regarding Sharp adversary proceeding  
Bryan A. Stark .80 hours at 335.00 per hour. \$268.00

07/26/10 Prepare documents for depositions and discussions with client regarding Active  
Linda J. Neilson 2.20 hours at 200.00 per hour. \$440.00

07/27/10 Numerous e-mails and telephone conferences with opposing counsel, client and debtors' professionals regarding status of litigation, adversary proceedings and trials, including Schimenti, Active Media and Sharp Electronics (2.3); e-mails regarding Mitsubishi reply brief on motion to dismiss (.4)  
Douglas M. Foley 2.70 hours at 600.00 per hour. \$1,620.00

07/27/10 Prepare for and participate in conference regarding Active litigation and analyze documents regarding same (2.1); analyze pleadings and e-mails regarding Mitsubishi (.4)  
Sarah B. Boehm 2.50 hours at 495.00 per hour. \$1,237.50

07/27/10 Review and analyze documents regarding Active discovery and analyze strategies regarding same and conferences with client regarding same  
Daniel F. Blanks 6.40 hours at 415.00 per hour. \$2,656.00

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07/27/10	Research deposition and subpoena issue (.7); correspond with debtors' professionals regarding same (.4); correspond with debtor, debtors' professionals, and Sharp counsel regarding Sharp adversary proceeding and issues related thereto (.4); review, analyze, finalize and file debtors' response to Mitsubishi counterclaim (.7)	Bryan A. Stark	2.20 hours at 335.00 per hour.	\$737.00
07/27/10	Review and revise Active Media depositions	Linda J. Neilson	.90 hours at 200.00 per hour.	\$180.00
07/28/10	Analyze issues regarding Active litigation and upcoming depositions and conference with D. Blanks regarding same	Sarah B. Boehm	.60 hours at 495.00 per hour.	\$297.00
07/28/10	Continue review and analyze documents and e-mails and telephone conferences with debtors' professionals regarding Active, research issues regarding same and prepare litigation regarding same	Daniel F. Blanks	2.90 hours at 415.00 per hour.	\$1,203.50
07/28/10	Meeting with debtors professionals regarding Active Media production of documents	Erin Q. Ashcroft	.50 hours at 330.00 per hour.	\$165.00
07/28/10	Prepare documents for depositions (Active) (1.8); review and prepare supplemental production of documents (.8)	Linda J. Neilson	2.60 hours at 200.00 per hour.	\$520.00
07/29/10	Analyze issues regarding Active litigation and deposition preparation	Sarah B. Boehm	.70 hours at 495.00 per hour.	\$346.50
07/29/10	Multiple telephone conferences and e-mails with debtors' professionals, client and Active regarding depositions and other related items and review items and documents regarding same and analyze strategies regarding same	Daniel F. Blanks	3.30 hours at 415.00 per hour.	\$1,369.50
07/30/10	Multiple telephone conferences and e-mails with debtors' professionals and counsel for Active regarding Active discovery and other related issues and analyze strategies regarding same	Daniel F. Blanks	2.80 hours at 415.00 per hour.	\$1,162.00

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07/30/10 Prepare second supplemental production of documents in Active Media litigation and correspondence regarding same  
Linda J. Neilson .50 hours at 200.00 per hour. \$100.00

07/31/10 Continue drafting and revising deposition outlines and review items regarding same  
Daniel F. Blanks 1.20 hours at 415.00 per hour. \$498.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$600.00	20.3	\$12,180.00
Sarah B. Boehm	\$495.00	10.0	\$4,950.00
Daniel F. Blanks	\$415.00	49.2	\$20,418.00
Bryan A. Stark	\$335.00	24.2	\$8,107.00
Erin Q. Ashcroft	\$330.00	3.3	\$1,089.00
Linda J. Neilson	\$200.00	11.3	\$2,260.00
TOTAL FEES		118.3	\$49,004.00

Re: Circuit City - Avoidance/Preference Issues  
Our File No. 2055557-0151

07/01/10 Review and analyze correspondence, documents and complaint regarding Avenues proceeding (.6); correspond with and answer questions from defendant's counsel regarding same and resolution of adversary proceeding (.8); correspond with recipient of demand letter and debtor regarding wrong party (.5)  
Bryan A. Stark 1.90 hours at 335.00 per hour. \$636.50

07/07/10 Review and update settlement agreement settling adversary proceeding  
Bryan A. Stark .30 hours at 335.00 per hour. \$100.50

07/08/10 Finalize settlement agreement resolving adversary proceeding and forward for review  
Bryan A. Stark .50 hours at 335.00 per hour. \$167.50

07/09/10 Correspond with debtors' professionals and counsel to defendant regarding status of preference adversary proceeding and issues relating to same (.8); finalize draft settlement agreement and forward to counsel for defendant for review (.5)  
Bryan A. Stark 1.30 hours at 335.00 per hour. \$435.50

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07/13/10	Correspond with debtors' professionals regarding responses to demand letters (.4); review draft settlement agreement and update with comments from defendant's counsel and e-mail for review (.8) Bryan A. Stark 1.20 hours at 335.00 per hour.	\$402.00
07/14/10	Telephone call with counsel to defendant and discuss edits and issues with draft settlement agreement (.4); review and analyze comments and review and research issues regarding same (1.1); telephone calls with recipients of demand letters and correspond with debtor regarding same (.7) Bryan A. Stark 2.20 hours at 335.00 per hour.	\$737.00
07/16/10	Review and analyze defendants' response and documentation regarding preference analysis and research specific issues regarding same (1.6); follow-up correspondence with defendants' counsel regarding same (.3); correspond with debtors' professionals regarding same (.3) Bryan A. Stark 2.20 hours at 335.00 per hour.	\$737.00
07/19/10	Review and analyze preference data, background data, legal research, and other information regarding preference complaint (.8); correspond with counsel to defendant regarding same (.4) Bryan A. Stark 1.20 hours at 335.00 per hour.	\$402.00
07/20/10	Review Signature preference analysis and correspond with defendant's counsel regarding same Bryan A. Stark .60 hours at 335.00 per hour.	\$201.00
07/21/10	Correspond with debtors' professionals and creditor's counsel regarding settlement, execution and other issues (.4); draft, finalize and file notice of settlement regarding Creative Labs adversary proceeding (1.2); review and analyze various issues related to Signature preference complaint (.6) Bryan A. Stark 2.20 hours at 335.00 per hour.	\$737.00
07/22/10	Correspond with debtors' professionals regarding further preference information (.4); review and analyze same (.4); forward same to and correspond with defendant's counsel (.4) Bryan A. Stark 1.20 hours at 335.00 per hour.	\$402.00

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07/23/10 Review updated preference analysis, summarize issues and e-mail to defendant's counsel  
Bryan A. Stark 1.00 hours at 335.00 per hour. \$335.00

07/28/10 E-mail update regarding preference lawsuits (.2); correspond with debtors and debtors' professionals regarding status of demand letters (.3); correspond with counsel to Signature regarding settlement offers and discussion of same (.4); review Signature preference analysis and correspond with debtors' professionals regarding same (.5)  
Bryan A. Stark 1.40 hours at 335.00 per hour. \$469.00

07/29/10 Telephone call regarding Signature preference action  
Bryan A. Stark .40 hours at 335.00 per hour. \$134.00

07/30/10 Correspond with counsel to Signature regarding offers to settle and other issues (.6); review offer for settlement and preference analysis and advise debtors accordingly (.7)  
Bryan A. Stark 1.30 hours at 335.00 per hour. \$435.50

Timekeeper	Rate/HR	Hours	Fees
Bryan A. Stark	\$335.00	18.9	\$6,331.50
TOTAL FEES		18.9	\$6,331.50

Re: Real Estate  
Our File No. 2055557-0180  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

07/01/10 Sarasota, FL - E-mail correspondence with client regarding signature pages and final purchase agreement (.2); e-mail correspondence with bankruptcy counsel (.2); revise purchase agreement (.9)  
Matthew T. Gunlock 1.30 hours at 320.00 per hour. \$416.00

07/06/10 Florence, SC - E-mail correspondence with purchaser's counsel and title company in connection with closing matters (.3); coordinate closing matters/deliverables (1.9)  
Matthew T. Gunlock 2.20 hours at 320.00 per hour. \$704.00

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07/07/10 Draft memorandum regarding sale of property in Raleigh and e-mails with debtors' professionals regarding same  
Daniel F. Blanks .50 hours at 415.00 per hour. \$207.50

07/07/10 DR1 - Prepare letter to purchaser (.2); e-mail correspondence with purchaser's counsel (.1)  
Matthew T. Gunlock .30 hours at 320.00 per hour. \$96.00

07/07/10 Florence, SC: coordinate execution and delivery of closing documents (1.8); e-mail correspondence with bankruptcy counsel (.7); analyze real estate tax matters (.8); e-mail correspondence with title company (.4); telephone call and e-mail correspondence with escrow agent (.2); review and revise seller's affidavit (.8); review deed stamp affidavit (.6); prepare amendment to purchase agreement (1.0)  
Matthew T. Gunlock 6.90 hours at 320.00 per hour. \$2,208.00

07/07/10 Florence, SC - Multiple telephone calls and e-mails with title agent regarding closing issues (.7); markup seller's affidavit (1.2); e-mail to K. Bradshaw forwarding closing documents for execution (.2)  
Martha Lynn Wigton 2.10 hours at 240.00 per hour. \$504.00

07/08/10 Florence, SC - Prepare execution versions of closing documents (.5); e-mail to title company regarding real estate tax matters (.7); conference with K. Bradshaw for execution of closing documents (.8); e-mail correspondence with escrow agent (.2); review executed amendment to purchase agreement (.1); e-mail correspondence with purchaser's counsel (.3); e-mail correspondence with bankruptcy counsel (.5); analyze real estate tax issues (.8)  
Matthew T. Gunlock 3.90 hours at 320.00 per hour. \$1,248.00

07/08/10 DR1 - E-mail correspondence with bankruptcy counsel  
Matthew T. Gunlock .20 hours at 320.00 per hour. \$64.00

07/08/10 Florence, SC - Notarize documents for closing  
Lois E. Sisk .30 hours at 340.00 per hour. \$102.00

07/08/10 Florence, SC - Telephone call with local title agent regarding confirmation of delinquent tax totals  
Martha Lynn Wigton .10 hours at 240.00 per hour. \$24.00

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07/09/10 Florence, SC - E-mail correspondence with purchaser's counsel (.3); review closing costs and prepare summary of same in connection with preparation of settlement statement (1.2); e-mail correspondence with bankruptcy counsel (.2); revise closing documents in connection with real estate tax matters (.9); prepare escrow instruction letter (.5)  
Matthew T. Gunlock 3.10 hours at 320.00 per hour. \$992.00

07/12/10 Florence, SC - Transmit closing documents to title company (.6); prepare cover letter to title company (.3); e-mail correspondence with title company (.2); prepare escrow letter (.2)  
Matthew T. Gunlock 1.30 hours at 320.00 per hour. \$416.00

07/13/10 DR1 - Review pleadings relating to sale process of DR1 and e-mails with debtors' professionals regarding same  
Douglas M. Foley .40 hours at 600.00 per hour. \$240.00

07/13/10 Florence, SC - E-mail correspondence with title company regarding closing documents and closing process (.8); revise closing documents (.7); revise amendment to purchase agreement (.4); transmit final escrow letter (.2); e-mail correspondence with purchaser's counsel (.3)  
Matthew T. Gunlock 2.40 hours at 320.00 per hour. \$768.00

07/13/10 Draft notice of motion and notice of hearing regarding sale motion (.3); review, finalize and file motion to sell real estate and notice of same (.9)  
Bryan A. Stark 1.20 hours at 335.00 per hour. \$402.00

07/13/10 Florence, SC - Telephone call with title agent regarding owner's affidavit; finalize closing documents to be forwarded to title agent  
Martha Lynn Wigton .30 hours at 240.00 per hour. \$72.00

07/14/10 Florence, SC - E-mail correspondence with title company and purchaser's counsel (1.3); review draft settlement statement and provide comments thereto (.4); review license agreement in connection with preparation of settlement statement (.3); review revised settlement statement (.3); coordinate closing matters (.8)  
Matthew T. Gunlock 3.10 hours at 320.00 per hour. \$992.00

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07/14/10 Florence, SC: Receive and examine settlement statement  
Martha Lynn Wigton .30 hours at 240.00 per hour. \$72.00

07/15/10 Florence, SC - E-mail correspondence with title company regarding closing (.4); e-mail correspondence with purchaser's counsel regarding revised settlement statement (.5); review revised settlement statement (.3); coordinate execution of settlement statement and closing matters (1.8); telephone call and e-mail correspondence with K. Bradshaw (.4); e-mail correspondence with J. Avallone (.1); review further revised settlement statement (.2)  
Matthew T. Gunlock 3.70 hours at 320.00 per hour. \$1,184.00

07/15/10 Sarasota, FL - E-mail correspondence with J. Avallone  
Matthew T. Gunlock .20 hours at 320.00 per hour. \$64.00

07/15/10 Florence, SC: Receive, review and comment on draft settlement statement  
Martha Lynn Wigton .40 hours at 240.00 per hour. \$96.00

07/16/10 Florence, SC - Telephone call and e-mail correspondence with purchaser's counsel (1.0); telephone call and e-mail correspondence with title company (.8); telephone call with K. Bradshaw (.2); telephone call and e-mail correspondence with J. Avallone (.3); review revised invoice (.1); coordinate closing (1.3); e-mail correspondence with K. Bradshaw (.1)  
Matthew T. Gunlock 3.80 hours at 320.00 per hour. \$1,216.00

07/19/10 DR1 - Review and revise closing documents (1.6); review purchase agreement regarding auction process (.6)  
Matthew T. Gunlock 2.20 hours at 320.00 per hour. \$704.00

07/20/10 DR1- E-mails with R. Westermann regarding inquiries as to DR1 real estate and protocol relating to same  
Douglas M. Foley .40 hours at 600.00 per hour. \$240.00

07/20/10 DR1 - E-mail correspondence with bankruptcy counsel regarding auction matters (.3); review sale motion and notice in connection with auction matters (1.1); review and revise closing documents (1.8)  
Matthew T. Gunlock 3.20 hours at 320.00 per hour. \$1,024.00

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07/22/10 DRI - Review sale motion in connection with auction process (.8); review purchase agreement regarding closing timeline and deliverables (.6)  
Matthew T. Gunlock 1.40 hours at 320.00 per hour. \$448.00

07/23/10 DRI - Multiple calls and e-mails regarding sale of DRI  
Sarah B. Boehm .40 hours at 495.00 per hour. \$198.00

07/23/10 DRI - E-mail correspondence and telephone call with bankruptcy counsel regarding auction  
Matthew T. Gunlock .30 hours at 320.00 per hour. \$96.00

07/23/10 Sarasota, FL - E-mail correspondence with bankruptcy counsel (.2); review purchase agreement and sign license agreement in connection with sale motion (.5)  
Matthew T. Gunlock .70 hours at 320.00 per hour. \$224.00

07/26/10 DRI - Telephone call with K. Bradshaw (.3); e-mail correspondence with bankruptcy counsel (.2); e-mail correspondence regarding assignment of leases (.5); review and mark up assignment of leases (.8)  
Matthew T. Gunlock 1.80 hours at 320.00 per hour. \$576.00

07/26/10 Florence, SC - Telephone call with K. Bradshaw (.2); e-mail correspondence with J. Avallone (.1); e-mail correspondence with bankruptcy counsel (.1)  
Matthew T. Gunlock .40 hours at 320.00 per hour. \$128.00

07/26/10 Sarasota, FL - Telephone call with K. Bradshaw (.1); review purchase agreement (.6)  
Matthew T. Gunlock .70 hours at 320.00 per hour. \$224.00

07/26/10 DRI - Draft assignment of leases  
Martha Lynn Wigton .50 hours at 240.00 per hour. \$120.00

07/27/10 DRI - Review form of assignment of leases  
Matthew T. Gunlock .30 hours at 320.00 per hour. \$96.00

07/27/10 Florence, SC - E-mail correspondence with K. Bradshaw (.1); e-mail correspondence with bankruptcy counsel (.1)  
Matthew T. Gunlock .20 hours at 320.00 per hour. \$64.00

07/28/10 DRI - E-mail correspondence with bankruptcy counsel (.1); review closing checklist (.2)  
Matthew T. Gunlock .30 hours at 320.00 per hour. \$96.00

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07/29/10 DR1 - Review revised closing documents and prepare markup of same (.6); review sale motion in connection with preparation of markups (.3)  
Matthew T. Gunlock .90 hours at 320.00 per hour. \$288.00

07/30/10 E-mails with parties regarding sale/transfer of lot of property in Raleigh  
Daniel F. Blanks .70 hours at 415.00 per hour. \$290.50

07/30/10 Sarasota, FL - E-mail correspondence with purchaser's counsel (.4); telephone call and e-mail correspondence with K. Bradshaw (.2); e-mail correspondence with bankruptcy counsel (.1); review purchase agreement regarding feasibility period (.3); prepare amendment to purchase agreement (1.6)  
Matthew T. Gunlock 2.60 hours at 320.00 per hour. \$832.00

07/30/10 Analyze sale motion (.2); revise closing documents (.3)  
Martha Lynn Wigton .50 hours at 240.00 per hour. \$120.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$600.00	0.8	\$480.00
Sarah B. Boehm	\$495.00	0.4	\$198.00
Daniel F. Blanks	\$415.00	1.2	\$498.00
Lois E. Sisk	\$340.00	0.3	\$102.00
Bryan A. Stark	\$335.00	1.2	\$402.00
Matthew T. Gunlock	\$320.00	47.4	\$15,168.00
Martha Lynn Wigton	\$240.00	4.2	\$1,008.00
TOTAL FEES		55.5	\$17,856.00

Re: Tax Matters  
Our File No. 2055557-0240  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

07/01/10 Resolve tax claims and draft stipulations regarding same and analyze issues regarding same  
Daniel F. Blanks .90 hours at 415.00 per hour. \$373.50

07/02/10 Attention to SLB tax refund matter  
Craig D. Bell 1.80 hours at 570.00 per hour. \$1,026.00

07/06/10 Analysis and research on IRS TAM advice pertaining to SLB transactions  
Craig D. Bell 2.80 hours at 570.00 per hour. \$1,596.00

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07/07/10	Review client SLB transaction binders Craig D. Bell 3.30 hours at 570.00 per hour.	\$1,881.00
07/07/10	Continue resolution of tax claims and review, analyze and revise stipulations regarding same Daniel F. Blanks .90 hours at 415.00 per hour.	\$373.50
07/08/10	Continue evaluation of audit and transaction files on SLB tax refund issue Craig D. Bell 3.80 hours at 570.00 per hour.	\$2,166.00
07/08/10	Continue draft stipulations and resolve tax claims and telephone conferences with parties regarding same Daniel F. Blanks .90 hours at 415.00 per hour.	\$373.50
07/09/10	Review and analysis IRS legal positions and theories supporting denial of SLB transactions as sales for tax purposes Craig D. Bell 3.70 hours at 570.00 per hour.	\$2,109.00
07/12/10	Research on tax treatment on tenant improvement allowances for impact on IRS SLB tax position Craig D. Bell 2.70 hours at 570.00 per hour.	\$1,539.00
07/13/10	Continue analysis on IRS position on TIA in SLB transactions Craig D. Bell 2.20 hours at 570.00 per hour.	\$1,254.00
07/14/10	Continue resolution of tax claims and review items and stipulations regarding same Daniel F. Blanks 1.80 hours at 415.00 per hour.	\$747.00
07/16/10	Review tax claims and draft stipulations for taxing authorities regarding same and research issues regarding same Daniel F. Blanks 1.80 hours at 415.00 per hour.	\$747.00
07/19/10	Review items for tax appeal issues and e-mails with debtors' professionals regarding same Daniel F. Blanks 1.10 hours at 415.00 per hour.	\$456.50
07/20/10	Telephone conference with client regarding tax issues and possible appeals and related issues and analyze issues regarding same (.7); continue revise and file stipulations and analyze issues regarding same regarding tax claims (1.2) Daniel F. Blanks 1.90 hours at 415.00 per hour.	\$788.50

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07/21/10	Continue resolution of tax claims and resolution of tax issues regarding same and analyze strategies regarding same Daniel F. Blanks 1.30 hours at 415.00 per hour.	\$539.50
07/22/10	Analyze tax strategies and e-mails and telephone conferences with taxing authorities and client regarding same and draft and revise stipulations regarding settlements and telephone conferences with committee regarding tax settlements Daniel F. Blanks 2.20 hours at 415.00 per hour.	\$913.00
07/23/10	Continue resolution of tax claims and draft stipulations and other items regarding same and analyze strategies regarding same and e-mails and telephone conferences with committee regarding same Daniel F. Blanks 1.30 hours at 415.00 per hour.	\$539.50
07/26/10	Review new IRS CCA on interest netting rules for impact on clients overpayment and under payment tax years Craig D. Bell .50 hours at 570.00 per hour.	\$285.00
07/26/10	Continue to address tax issues and multiple e-mails and telephone conferences and e-mails with parties regarding same and draft stipulations and research issues regarding same Daniel F. Blanks .90 hours at 415.00 per hour.	\$373.50
07/27/10	E-mails regarding status of Hawaii taxed refund claim and resolution of various tax claims Douglas M. Foley .40 hours at 600.00 per hour.	\$240.00
07/27/10	Review client e-mails and documents pertaining to tax interest rate netting issue Craig D. Bell 2.20 hours at 570.00 per hour.	\$1,254.00
07/27/10	E-mails and telephone conferences with parties regarding tax stipulations and resolution of tax issues and related issues and draft and revise and review and analyze stipulations, claims proposals and other items regarding same Daniel F. Blanks 1.80 hours at 415.00 per hour.	\$747.00
07/28/10	E-mails with committee regarding payment of certain 2008 taxes, draft and revise stipulations regarding same and file same Daniel F. Blanks 1.30 hours at 415.00 per hour.	\$539.50

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07/29/10 Continue resolution of tax claims and review  
and analyze documents and charts regarding same  
Daniel F. Blanks .00 hours at .00 per hour.

\$ .00

Timekeeper	Rate/Hr	Hours	Fees
Douglas M. Foley	\$600.00	0.4	\$240.00
Craig D. Bell	\$570.00	23.0	\$13,110.00
Daniel F. Blanks	\$415.00	18.1	\$7,511.50
TOTAL FEES		41.5	\$20,861.50

**Re: Claims Administration**

Our File No. 2055557-0250  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

07/01/10 Continue claim objection resolutions, analyze  
claims and pleadings, multiple calls and  
e-mails with claimants' counsel regarding  
settlement offers, update adjourned claims  
chart and draft and revise supplemental brief  
regarding excusable neglect for hearing on  
merits of late claims

Sarah B. Boehm 6.20 hours at 495.00 per hour.

\$3,069.00

07/01/10 Continue resolution of claims and multiple  
telephone conferences and e-mails with parties  
regarding same and review and analyze claims,  
pleadings, charts, and other materials  
regarding same and research issues regarding  
same

Daniel F. Blanks 2.30 hours at 415.00 per hour.

\$954.50

07/01/10 Correspond with debtors' professionals  
regarding certificates of no objection (.2);  
review and analyze the same (.3); review docket  
for objections to stipulations (.2); analyze  
e-mails and previous omnibus objections and  
correspond with debtors' professionals  
regarding future omnibus objections (1.2);  
finalize and file notice of hearing on the  
merits (.4)

Bryan A. Stark 2.30 hours at 335.00 per hour.

\$770.50

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07/01/10 Draft and revise stipulations for settled tax claims (.8); e-mail with Kitsap City treasurer regarding stipulation and settlement (.3); telephone conference with taxing authorities regarding settlement (1.0); meeting with debtors professionals regarding tax claims settlement (.4)  
Erin Q. Ashcroft 2.50 hours at 330.00 per hour. \$825.00

07/01/10 Prepare stipulations for claimants in thirty-seventh omnibus objection (3.4); review and revise tracking chart for omnibus objections (.7)  
Linda J. Neilson 4.10 hours at 200.00 per hour. \$820.00

07/02/10 E-mails regarding finalization of Graphic Solutions stipulated facts  
Douglas M. Foley .70 hours at 600.00 per hour. \$420.00

07/02/10 Draft notice of hearing, revise, finalize and file same and stipulated facts, motion to seal exhibits and supplemental objection regarding Graphic and multiple e-mails regarding same (1.8); e-mails regarding status of various litigation claims (.3); e-mails regarding tax claims (.2)  
Sarah B. Boehm 2.30 hours at 495.00 per hour. \$1,138.50

07/02/10 Review proof of claim and research contact information for resolution (.5); correspond with the debtors' professionals regarding the same (.2)  
Bryan A. Stark .70 hours at 335.00 per hour. \$234.50

07/02/10 Telephone conference with Sedgwick regarding Claim 7105 settlement for workers compensation claim (.8); telephone conference with Metro regarding settlement (.3); letter to Metro regarding release of funds (.6)  
Erin Q. Ashcroft 1.70 hours at 330.00 per hour. \$561.00

07/02/10 Research and prepare stipulations for claimants in thirty-seventh omnibus objection (4.7); review and revise tracking chart for omnibus objections (.3)  
Linda J. Neilson 5.00 hours at 200.00 per hour. \$1,000.00

07/05/10 Analyze issues and e-mails regarding status of various claim matters  
Sarah B. Boehm .70 hours at 495.00 per hour. \$346.50

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07/06/10 Finalize and file claim stipulations and e-mails regarding same (.7); continue claim objection resolutions, analyze issues and proposed revisions to stipulations, analyze issues regarding tax claims and resolutions, multiple calls and e-mails with counsel and update adjourned chart regarding same (4.0)  
Sarah B. Boehm 4.70 hours at 495.00 per hour. \$2,326.50

07/06/10 Correspond with counsel to creditors and transferees of claims regarding status of settlement agreement (.5); compile stipulation of facts and exhibits filed under seal relating to the same, draft cover letters to parties to receive under seal exhibits and prepare for sending tomorrow (1.5); review and analyze spreadsheet of claims to be included in potential objection (1.4)  
Bryan A. Stark 3.40 hours at 335.00 per hour. \$1,139.00

07/06/10 Telephone conference with C. Belely regarding settlement of personal property tax claims  
Erin Q. Ashcroft .20 hours at 330.00 per hour. \$66.00

07/06/10 Review and revise tracking charts for omnibus objections  
Linda J. Neilson 1.50 hours at 200.00 per hour. \$300.00

07/07/10 Continue claim objection resolutions, analyze pleadings, draft and revise stipulations, finalize and file Lay and Kitsap stipulations and notices, update adjourned claims chart and multiple calls and e-mails regarding same  
Sarah B. Boehm 6.40 hours at 495.00 per hour. \$3,168.00

07/07/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and draft and revise stipulations regarding same and review and analyze documents, pleadings and charts regarding same  
Daniel F. Blanks 1.80 hours at 415.00 per hour. \$747.00

07/07/10 Review and analyze draft settlement agreements and provide comments on the same (.5); summarize claims issues and correspond with counsel to creditor regarding the same (.7)  
Bryan A. Stark 1.20 hours at 335.00 per hour. \$402.00

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07/07/10 Draft notice of Kitsap stipulation and e-mail with debtors professionals regarding filing stipulation (.5); e-mail with taxing authorities regarding settlement of omnibus thirty-seven (.5)	Erin Q. Ashcroft	1.00 hours at 330.00 per hour.	\$330.00
07/07/10 Review and revise tracking charts for omnibus objections	Linda J. Neilson	1.10 hours at 200.00 per hour.	\$220.00
07/08/10 Continue claim objection resolutions, analyze pleadings and stipulations and multiple calls and e-mails regarding same	Sarah B. Boehm	2.30 hours at 495.00 per hour.	\$1,138.50
07/08/10 Resolution of claims and telephone conferences and e-mails with parties regarding same and draft and revise stipulations regarding same and review and analyze documents, pleadings and charts regarding same	Daniel F. Blanks	.80 hours at 415.00 per hour.	\$332.00
07/08/10 Correspond with the debtors' professionals regarding various issues on filed and to-be-filed omnibus objections (.8); review docket for objections to stipulations (.2)	Bryan A. Stark	1.00 hours at 335.00 per hour.	\$335.00
07/08/10 Research and draft stipulations for claimants in thirty-seventh omnibus objection and prepare tracking chart regarding same	Linda J. Neilson	1.20 hours at 200.00 per hour.	\$240.00
07/09/10 Continue claim objection resolutions, analyze and revise claim stipulation, analyze and revise adjourned claims chart, review pleadings for filing and multiple e-mails regarding same	Sarah B. Boehm	2.30 hours at 495.00 per hour.	\$1,138.50
07/09/10 Finalize and file notices of settlement and arrange for service of the same (.8); correspond with the debtors' professionals regarding form of upcoming omnibus objections (.3); review and provide copies of the same (.4); review filed settlement agreements and answer questions regarding the same (.4)	Bryan A. Stark	1.90 hours at 335.00 per hour.	\$636.50

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07/09/10 E-mail with taxing authorities regarding settlement agreements (.3); draft and revise stipulation for Chesapeake City (.7)  
Erin Q. Ashcroft 1.00 hours at 330.00 per hour. \$330.00

07/09/10 Review and revise tracking charts for omnibus objections  
Linda J. Neilson .90 hours at 200.00 per hour. \$180.00

07/12/10 E-mails regarding resolution of various claims and status of various stipulations and upcoming hearings on omnibus claim objections  
Douglas M. Foley 1.50 hours at 600.00 per hour. \$900.00

07/12/10 Continue claim objection resolutions, analyze and revise stipulations and review pleadings and multiple calls and e-mails regarding same  
Sarah B. Boehm 1.40 hours at 495.00 per hour. \$693.00

07/12/10 Telephone conferences with parties regarding claims and related issues  
Daniel F. Blanks .80 hours at 415.00 per hour. \$332.00

07/12/10 Conference calls with SouthPeak and counsel to SouthPeak regarding accounts receivable and preferential transfer setoff (1.1); review and analyze documentation and preference charts regarding omnibus objections and setoff of preferential transfers (.4)  
Bryan A. Stark 1.50 hours at 335.00 per hour. \$502.50

07/12/10 E-mail with debtors professionals regarding omnibus thirty-seven claims remaining (.2); e-mail with taxing authorities regarding settlements (.4); revise omnibus thirty-seven notice (.2)  
Erin Q. Ashcroft .80 hours at 330.00 per hour. \$264.00

07/12/10 Review and calculate remaining amount of claims for thirty-seventh omnibus objection (1.0); review and revise tracking charts for omnibus objections (1.3); review, research and draft stipulations for thirty-seventh omnibus objection claimants (2.1)  
Linda J. Neilson 4.40 hours at 200.00 per hour. \$880.00

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07/13/10 Review pleadings relating to late claims and responses to seventy-ninth omnibus objection and analyze issues regarding same (.4); review settlements with Motorola and General Instrument relating to 503(b)(9) claims (.4)  
Douglas M. Foley 1.80 hours at 600.00 per hour. \$1,080.00

07/13/10 Continue claim objection resolutions, draft stipulations and analyze pleadings and claims, review claim pleadings for filing, update adjourned claims chart and review status of multiple claim matters, research, draft and revise brief regarding late claims and multiple calls and e-mails regarding same  
Sarah B. Boehm 7.10 hours at 495.00 per hour. \$3,514.50

07/13/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other materials regarding same  
Daniel F. Blanks 3.70 hours at 415.00 per hour. \$1,535.50

07/13/10 Review docket for objections to notices of settlement (.2); review accounts receivable information and correspond with the debtors regarding the same and resolution of omnibus objection (.5); review, finalize and file notice of settlement agreement and arrange for service of the same (.5); review draft omnibus objections and provide comments on the same (.8)  
Bryan A. Stark 2.00 hours at 335.00 per hour. \$670.00

07/13/10 Review Eisner response to objections and meeting with debtors professionals regarding same (.3); e-mail with taxing authorities regarding settlement (.2)  
Erin Q. Ashcroft .50 hours at 330.00 per hour. \$165.00

07/13/10 Review, retrieve and organize responses to seventy-ninth omnibus objection (1.8); review and revise tracking charts for omnibus objections (1.3)  
Linda J. Neilson 3.10 hours at 200.00 per hour. \$620.00

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07/14/10 Continue claim objection resolutions, draft and revise claim stipulations, research, draft and revise late claim brief and multiple calls and e-mails regarding same and status of various claim matters  
Sarah B. Boehm 1.30 hours at 495.00 per hour. \$643.50

07/14/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, stipulations and other items regarding same  
Daniel F. Blanks 2.40 hours at 415.00 per hour. \$996.00

07/14/10 Review and analyze draft settlement agreement and provide comments on the same  
Bryan A. Stark .30 hours at 335.00 per hour. \$100.50

07/14/10 E-mail with taxing authorities regarding settlement of omnibus thirty-seven claims (1.5); meeting with debtors professionals regarding Chase objection to claim (.2)  
Erin Q. Ashcroft 1.70 hours at 330.00 per hour. \$561.00

07/14/10 Review and revise tracking chart for omnibus objection seventy-nine (1.0); review, research and prepare stipulations for remaining claimants in thirty-seventh omnibus objections (1.1)  
Linda J. Neilson 2.10 hours at 200.00 per hour. \$420.00

07/15/10 Continue claim objection resolutions, analyze issues and claim stipulations and multiple e-mails regarding same (.9); analyze agenda regarding claim status and e-mails regarding same (.4)  
Sarah B. Boehm 1.30 hours at 495.00 per hour. \$643.50

07/15/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other materials regarding same (4.1); e-mails and telephone conferences with parties regarding late claim motions and analyze issues regarding same (.8)  
Daniel F. Blanks 4.90 hours at 415.00 per hour. \$2,033.50

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07/15/10	Review charts and analysis relating to claims to be included in omnibus objections (1.7); review and analyze draft omnibus objections (.6); prepare for and participate in conference call regarding omnibus objection issues and claims to be included therein (1.5); correspond with the debtor regarding omnibus objections to be filed (.3)	Bryan A. Stark	4.10 hours at 335.00 per hour.	\$1,373.50
07/15/10	E-mail and telephone conferences with taxing authorities regarding resolution of tax claims (2.5); draft Gaston County and Ada County stipulations	Erin Q. Ashcroft	3.80 hours at 330.00 per hour.	\$1,254.00
07/15/10	Review, research and prepare stipulations for remaining claimants for thirty-seventh omnibus objection (1.6); revise tracking chart regarding same (.6); review and revise tracking charts for omnibus objections (1.1)	Linda J. Neilson	3.30 hours at 200.00 per hour.	\$660.00
07/16/10	Several e-mails with debtors' professionals and client and opposing client regarding status of various claim settlements and filing stipulations	Douglas M. Foley	.80 hours at 600.00 per hour.	\$480.00
07/16/10	Continue claim objection resolutions, analyze claims and pleadings, review and revise adjourned claims chart, draft, revise, finalize and file notice and stipulation, and multiple calls and e-mails regarding same (4.1); analyze and revise agenda and exhibit regarding claims status and multiple e-mails regarding same (1.2)	Sarah B. Boehm	5.30 hours at 495.00 per hour.	\$2,623.50
07/16/10	Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other items regarding same and research issues regarding same	Daniel F. Blanks	5.30 hours at 415.00 per hour.	\$2,199.50

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07/16/10	Review, analyze, and provide comments on supplemental brief in support of late claims objection (.5); review settlement agreements and draft notices of stipulation and assist in filing with the court (.6)	Bryan A. Stark	1.10 hours at 335.00 per hour.	\$368.50
07/16/10	Meeting with debtors professionals regarding omnibus seventy-nine responses and consequential damages research (.9); telephone conferences and e-mail with taxing authorities regarding settlement agreements (1.1); draft stipulations and notices for settlement with taxing authorities and file same (1.3); review omnibus seventy-nine responses (2.3)	Erin Q. Ashcroft	5.60 hours at 330.00 per hour.	\$1,848.00
07/16/10	Review and revise tracking chart for omnibus objections (.4); retrieve and organize responses to seventy-ninth omnibus objection (2.1); review and revise Exhibit A to 7/22 hearing agenda (1.0)	Linda J. Neilson	3.50 hours at 200.00 per hour.	\$700.00
07/18/10	Revise responses to latest omnibus objection and prepare for meetings regarding claims and review agenda for July 22nd hearings	Douglas M. Foley	1.70 hours at 600.00 per hour.	\$1,020.00
07/18/10	Continue resolution of claims and e-mails with parties regarding same and review stipulations and proposals regarding same	Daniel F. Blanks	.80 hours at 415.00 per hour.	\$332.00
07/18/10	Review omnibus objections seventy-nine responses	Erin Q. Ashcroft	1.00 hours at 330.00 per hour.	\$330.00
07/19/10	Review status chart regarding claim objections and numerous stipulations regarding claim resolutions and meeting with debtors' professionals and telephone conferences with client regarding same (3.9); review responses to omnibus seventy-nine relating to personal injury and wrongful death claims (.5)	Douglas M. Foley	4.40 hours at 600.00 per hour.	\$2,640.00
07/19/10	Analyze and revise adjourned claims chart, prepare for and participate in claims status telephone conference and e-mails regarding same (1.5); analyze and revise agenda and exhibit regarding claims status and claim objections			

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going forward on merits and multiple calls and e-mails regarding same (1.9); draft, revise, finalize and file supplemental brief regarding late claims going forward and excusable neglect (1.7); continue claim objection resolutions, review settlements, and multiple calls and e-mails regarding same and upcoming status hearing (1.9)

Sarah B. Boehm 7.00 hours at 495.00 per hour. \$3,465.00

07/19/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other materials regarding same and draft stipulations regarding same and research issues regarding same (4.9); update claims chart and prepare for and participate in claims meeting regarding same (1.2)

Daniel F. Blanks 6.10 hours at 415.00 per hour. \$2,531.50

07/19/10 Review draft omnibus objections to claims and forward to the debtors' professionals for comments (.5); prepare for and participate in claims telephone conference (1.0)

Bryan A. Stark 1.50 hours at 335.00 per hour. \$502.50

07/19/10 Meeting with debtors professionals to review status of claims (1.0); telephone conferences with taxing authorities regarding resolution of omnibus thirty-seven claims (1.5); draft stipulations for Allen County and Ada County (.7); review omnibus 70 responses (.5)

Erin Q. Ashcroft 3.70 hours at 330.00 per hour. \$1,221.00

07/19/10 Review and revise tracking charts for omnibus objections (1.9; claims meeting (1.0)

Linda J. Neilson 2.90 hours at 200.00 per hour. \$580.00

07/20/10 Review updated claims projection tracking chart and e-mails with clients, debtors' professionals and creditors' committee in preparation for July 22nd hearing

Douglas M. Foley .90 hours at 600.00 per hour. \$540.00

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07/20/10 Continue claim objection resolutions, analyze documents and claims, draft summary regarding tax claim settlements (4.2); analyze claims and strategy regarding class claims and litigation claims (.9); analyze pleadings and claims and prepare for hearing regarding excusable neglect and omnibus seventy-nine (1.3) Sarah B. Boehm 6.40 hours at 495.00 per hour.	\$3,168.00
07/20/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other materials regarding same Daniel F. Blanks 3.80 hours at 415.00 per hour.	\$1,577.00
07/20/10 Review and analyze draft exhibits to omnibus objections (.8); summarize outstanding issues in e-mail to the debtors' professionals (.5); correspond with the debtors' professionals regarding upcoming omnibus objections (.3); review and analyze proofs of claims relating to claimant and omnibus objections to the same (.7); draft letter to claimant (.4) Bryan A. Stark 2.70 hours at 335.00 per hour.	\$904.50
07/20/10 Research regarding consequential damages and intentions of parties (1.3); telephone conference and e-mail with taxing authorities regarding settlement of omnibus thirty-seven claims (.9); revise Alicea discovery (.7) Erin Q. Ashcroft 2.90 hours at 330.00 per hour.	\$957.00
07/20/10 Prepare stipulation for thirty-seventh omnibus objection claimant Loudoun County (.5); review and revise tracking charts for omnibus objections (.6) Linda J. Neilson 1.10 hours at 200.00 per hour.	\$220.00
07/21/10 Prepare for hearings on July 22nd and review pleadings regarding same (2.6); review reply brief relating to Graphic Communications claim objection and e-mails with debtors' professionals regarding same and potential issues (.9); numerous e-mails with client, creditors counsel and debtors' professionals relating to resolution and status of various claim objections (1.8); review updated claims tracking chart for omnibus claims objections with unresolved claims (.4) Douglas M. Foley 5.70 hours at 600.00 per hour.	\$3,420.00

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07/21/10 Analyze issues regarding tax claims, summarize settlements and multiple calls and e-mails with committee counsel regarding same (1.2); continue claim objection resolutions, analyze documents and claims, update adjourned claims chart, review stipulations, finalize and file Graphic reply and multiple calls and e-mails regarding same (4.3); prepare for omnibus hearing regarding claim matters and review responses to omnibus seventy-nine (1.4)  
Sarah B. Boehm 6.90 hours at 495.00 per hour. \$3,415.50

07/21/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other materials regarding same  
Daniel F. Blanks 3.50 hours at 415.00 per hour. \$1,452.50

07/21/10 Correspond with the debtors' professionals regarding issues with certain claim (.2); review docket for responses to notices of settlement (.1); review and analyze updated exhibits to future omnibus objections (.6)  
Bryan A. Stark .90 hours at 335.00 per hour. \$301.50

07/21/10 Telephone conferences with creditors for personal injury claims (.7); revise discovery requests for personal injury claims (1.3); telephone conference and e-mail with taxing authorities (.6)  
Erin Q. Ashcroft 2.60 hours at 330.00 per hour. \$858.00

07/21/10 Review and revise tracking charts for omnibus objections  
Linda J. Neilson 1.30 hours at 200.00 per hour. \$260.00

07/22/10 Prepare for and participate in omnibus hearing regarding claims status omnibus seventy-nine and excusable neglect hearing on merits regarding Bazdar and Epps, draft and revise orders and multiple calls and e-mails regarding same (4.8); analyze issues and multiple telephone conferences regarding tax claim settlements and related issues regarding committee approval and requests for information (.8); continue claim objection resolutions, draft, revise, finalize and file stipulation and notice and multiple calls and e-mails regarding same (1.9)  
Sarah B. Boehm 7.50 hours at 495.00 per hour. \$3,712.50

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07/22/10 Continue resolution of claims and multiple telephone conferences with parties regarding same and review and analyze claims, pleadings, charts, and other materials regarding same and research and draft discovery regarding same Daniel F. Blanks 2.40 hours at 415.00 per hour. \$996.00

07/22/10 Correspond with creditor's counsel regarding outstanding omnibus objection (.3); correspond with various creditors' counsel regarding status of settlement relating to omnibus objection (.4); research issues related to the same (.6) Bryan A. Stark 1.30 hours at 335.00 per hour. \$435.50

07/22/10 Analyze Alicea class action case and prepare discovery request (2.5); draft Alicea objections and research regarding consequential damages and interaction of parties (2.5); e-mail with taxing authorities (.5) Erin Q. Ashcroft 5.50 hours at 330.00 per hour. \$1,815.00

07/22/10 Review and revise tracking charts for omnibus objections and create chart for just seventy-ninth omnibus objection Linda J. Neilson 1.40 hours at 200.00 per hour. \$280.00

07/23/10 E-mails regarding status of unresolved claim objection chart and updating same and protocol for resolving claims prior to August 4 omnibus hearing date Douglas M. Foley 2.50 hours at 600.00 per hour. \$1,500.00

07/23/10 Draft, revise, finalize and submit multiple claim orders and e-mails regarding same (.9); continue claim objection resolutions, including late claims and tax claims, analyze stipulations, and multiple calls and e-mails regarding same (2.6) Sarah B. Boehm 3.50 hours at 495.00 per hour. \$1,732.50

07/23/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze documents, pleadings, charts, and other materials regarding same and research issues regarding same Daniel F. Blanks 1.40 hours at 415.00 per hour. \$581.00

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07/23/10 Correspond with creditor's counsel regarding status of settlement agreement (.4); telephone call to counsel for administrative claimant (.3); draft letter regarding settlement to send to creditor (.8)	Bryan A. Stark 1.50 hours at 335.00 per hour.	\$502.50
07/23/10 Telephone conferences with taxing authorities regarding omnibus thirty-seven (.5); research regarding consequential damages and revise Chase objections (1.0); revise Alicia discovery requests (.9); draft letter regarding request for admissions in Isaac v. Gully (.2)	Erin Q. Ashcroft 2.60 hours at 330.00 per hour.	\$858.00
07/25/10 Analyze issues and strategy regarding multiple claim matters, review adjourned claims chart and e-mails regarding same	Sarah B. Boehm .90 hours at 495.00 per hour.	\$445.50
07/25/10 Continue resolution of claims and revise stipulations regarding same and e-mails with parties regarding same	Daniel F. Blanks .70 hours at 415.00 per hour.	\$290.50
07/25/10 Draft Chase objections	Erin Q. Ashcroft .30 hours at 330.00 per hour.	\$99.00
07/26/10 Review status and updates to unresolved claim objection tracking chart and e-mails with debtors' professional and client and creditors counsel regarding same	Douglas M. Foley 1.80 hours at 600.00 per hour.	\$1,080.00
07/26/10 Analyze adjourned claims chart and e-mails regarding status of multiple claim matters, analyze late response regarding omnibus seventy-nine, continue claim objection resolutions, analyze documents and multiple calls and e-mails regarding same	Sarah B. Boehm 3.80 hours at 495.00 per hour.	\$1,881.00
07/26/10 Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze claims, pleadings, charts, and other materials regarding same and research issues regarding same and draft stipulations regarding same	Daniel F. Blanks 3.40 hours at 415.00 per hour.	\$1,411.00

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07/26/10	Review chart and update accordingly (1.2); review updated materials for future omnibus objections to claims (1.1); follow-up with creditors regarding offers to settle and draft settlements (.4)	Bryan A. Stark	2.70 hours at 335.00 per hour.	\$904.50
07/26/10	Draft Gaston City stipulation (.4); e-mail with taxing authorities (.3); revise discovery request in Alicia matter (.3); file stipulation notice and prepare documents for filing (.5)	Erin Q. Ashcroft	1.50 hours at 330.00 per hour.	\$495.00
07/26/10	Review and revise omnibus objections tracking charts and correspondence regarding same (1.6); discussions regarding status of each claim (1.0)	Linda J. Neilson	2.60 hours at 200.00 per hour.	\$520.00
07/27/10	E-mails regarding status of updated claims resolution tracking chart and review same	Douglas M. Foley	.90 hours at 600.00 per hour.	\$540.00
07/27/10	Continue claim objection resolutions, analyze issues regarding Belkin AR and contracts, review tax stipulations and multiple e-mails regarding same (2.9); multiple calls and e-mails regarding omnibus seventy-nine order and exhibits (.4)	Sarah B. Boehm	3.30 hours at 495.00 per hour.	\$1,633.50
07/27/10	Continue resolution of claims and e-mails and telephone conferences with parties regarding same	Daniel F. Blanks	1.10 hours at 415.00 per hour.	\$456.50
07/27/10	Draft letter to creditor regarding settlement agreement (1.4); correspond with counsel to related creditor regarding the same (.2)	Bryan A. Stark	1.60 hours at 335.00 per hour.	\$536.00
07/27/10	Telephone conference and e-mail with taxing authorities regarding 2008 and 2009 tax claims (.7); revise stipulations (1.7)	Erin Q. Ashcroft	2.40 hours at 330.00 per hour.	\$792.00
07/27/10	Review and revise tracking charts for omnibus objections	Linda J. Neilson	.90 hours at 200.00 per hour.	\$180.00

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07/28/10	Analyze issues regarding various tax claim settlements, review stipulations and multiple calls and e-mails regarding same (.4); continue claim objection resolutions, analyze documents and adjourned chart, e-mails regarding revised exhibits for omnibus seventy-nine and multiple calls and e-mails regarding same (1.2) Sarah B. Boehm 1.60 hours at 495.00 per hour.	\$792.00
07/28/10	Continue resolution of claims and multiple telephone conferences and e-mails with parties regarding same and review and analyze multiple documents, pleadings, charts, and other materials regarding same and research issues regarding same and draft, revise and file stipulations regarding same Daniel F. Blanks 2.10 hours at 415.00 per hour.	\$871.50
07/28/10	Correspond with the debtor and counsel to creditor regarding demand letter and other issues (.6); telephone call regarding status of objection to claim of Stillwater Designs (.4) Bryan A. Stark 1.00 hours at 335.00 per hour.	\$335.00
07/28/10	Revise stipulations and telephone conferences with taxing authorities regarding settlement of claims (.5); meeting with debtors professionals regarding Chase objections (.8); draft notice of stipulation and file (.9) Erin Q. Ashcroft 2.20 hours at 330.00 per hour.	\$726.00
07/28/10	Review and revise tracking charts for omnibus objections Linda J. Neilson .90 hours at 200.00 per hour.	\$180.00
07/29/10	Continue claim objection resolutions including tax claims, revise and submit claim order, review and revise stipulations, analyze documents and multiple calls and e-mails regarding same Sarah B. Boehm 3.20 hours at 495.00 per hour.	\$1,584.00
07/29/10	Continue resolution of claims and revise stipulations regarding same Daniel F. Blanks 1.20 hours at 415.00 per hour.	\$498.00
07/29/10	Draft Harris County stipulation, notice and file (.7); revise chase complaint (.3); e-mail with taxing authorities regarding omnibus thirty-seven resolutions (.5) Erin Q. Ashcroft 1.50 hours at 330.00 per hour.	\$495.00

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07/29/10 Review and revise tracking charts for omnibus objections  
Linda J. Neilson 1.00 hours at 200.00 per hour. \$200.00

07/30/10 Continue claim objection resolutions, draft, revise, finalize and file tax stipulations and notices and multiple calls and e-mails regarding same, analyze and revise adjourned claims chart and multiple calls and e-mails regarding claim matters  
Sarah B. Boehm 3.40 hours at 495.00 per hour. \$1,683.00

07/30/10 Continue resolution of claims and e-mails and telephone conferences with parties regarding same and draft and revise stipulations regarding same and settlements  
Daniel F. Blanks 1.40 hours at 415.00 per hour. \$581.00

07/30/10 Draft notices of omnibus objections (.4); review final exhibits for completion (.5); review, finalize, and file 80th and 81st omnibus objections to claims (1.3)  
Bryan A. Stark 2.20 hours at 335.00 per hour. \$737.00

07/30/10 Meeting with debtors professionals regarding claims (.3); e-mail with taxing authorities regarding filing of stipulations and resolution of omnibus thirty-seven (.3); review supplemental production of documents in Active (.3); draft stipulations for Snohomish and Wake counties (2.6)  
Erin Q. Ashcroft 3.50 hours at 330.00 per hour. \$1,155.00

Timekeeper	Rate/Hr	Hours	Fees
Douglas M. Foley	\$600.00	22.7	\$13,620.00
Sarah B. Boehm	\$495.00	88.8	\$43,956.00
Daniel F. Blanks	\$415.00	49.9	\$20,708.50
Bryan A. Stark	\$335.00	34.9	\$11,691.50
Erin Q. Ashcroft	\$330.00	48.5	\$16,005.00
Linda J. Neilson	\$200.00	42.3	\$8,460.00
TOTAL FEES		287.1	\$114,441.00

Re: Disclosure Statement and Plan  
Our File No. 2055557-0270  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

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07/01/10	Analyze issues and e-mails regarding mediation statement and transcripts Sarah B. Boehm .30 hours at 495.00 per hour.	\$148.50
07/07/10	Review preliminary draft of mediation statement and analyze issues regarding same and telephone conference and e-mails with debtors' professionals regarding strategy going forward Douglas M. Foley 1.90 hours at 600.00 per hour.	\$1,140.00
07/11/10	Analyze issues relating to mediation and review and revise mediation statement and e-mails with client and debtors' professionals regarding same Douglas M. Foley 3.70 hours at 600.00 per hour.	\$2,220.00
07/11/10	Analyze draft of confidential mediation statement and multiple e-mails regarding same Sarah B. Boehm .80 hours at 495.00 per hour.	\$396.00
07/12/10	Review, analyze and finalize mediation statement and prepare for and participate in board meeting regarding same in preparation for mediation and analyze issues with debtors' professionals and client regarding same Douglas M. Foley 2.90 hours at 600.00 per hour.	\$1,740.00
07/12/10	Finalize and submit confidential mediation statement and multiple e-mails regarding same Sarah B. Boehm .50 hours at 495.00 per hour.	\$247.50
07/13/10	Meetings with debtors' professionals and client regarding preparation for mediation session relating to plan disputes with creditors committee and review materials regarding same Douglas M. Foley 7.30 hours at 600.00 per hour.	\$4,380.00
07/13/10	Prepare for mediation regarding plan issues and multiple calls and e-mails regarding same Sarah B. Boehm .90 hours at 495.00 per hour.	\$445.50
07/14/10	Prepare for and participate in meetings negotiations and client strategy sessions relating to mediation of plan disputes with creditors committee Douglas M. Foley 9.70 hours at 600.00 per hour.	\$5,820.00
07/14/10	Prepare for and participate in mediation regarding plan issues and participate in post-mediation meetings Sarah B. Boehm 13.70 hours at 495.00 per hour.	\$6,781.50

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07/15/10	Prepare for and participated in meetings and mediation sessions and negotiations regarding plan disputes with creditors' committee Douglas M. Foley 13.80 hours at 600.00 per hour.	\$8,280.00
07/15/10	Prepare for and participate in mediation regarding plan issues and participate in post-mediation meetings Sarah B. Boehm 14.40 hours at 495.00 per hour.	\$7,128.00
07/16/10	Multiple conferences, telephone calls and e-mails regarding mediation, term sheet and related plan matters Sarah B. Boehm 1.30 hours at 495.00 per hour.	\$643.50
07/20/10	E-mails with co-counsel and committee counsel regarding InterTAN and Ventoux relating to plan issues and confirmation orders Douglas M. Foley .90 hours at 600.00 per hour.	\$540.00
07/21/10	Review e-mails regarding updated documents for board consideration and strategy going forward with respect to confirmation and hearings on status of mediation on July 22nd Douglas M. Foley 2.30 hours at 600.00 per hour.	\$1,380.00
07/21/10	Analyze plan, plan documents and multiple calls and e-mails regarding same Sarah B. Boehm .90 hours at 495.00 per hour.	\$445.50
07/22/10	E-mails regarding and review documents relating to amended plan and disclosure statement and related documents Douglas M. Foley 1.90 hours at 600.00 per hour.	\$1,140.00
07/23/10	Review amendments to plan and disclosure statement and related documents, including confirmation order and e-mails with debtors' professionals and committee professionals regarding same Douglas M. Foley 3.90 hours at 600.00 per hour.	\$2,340.00
07/27/10	Continue review of redlines of plan documents, disclosure documents and post confirmation corporate governance structure documents and analyze issues regarding same Douglas M. Foley 1.40 hours at 600.00 per hour.	\$840.00

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07/28/10 Begin review of revised plan documents and post confirmation governance documents and motions to limit notice of further disclosure  
Douglas M. Foley 1.90 hours at 600.00 per hour. \$1,140.00

07/29/10 Review and revise documentation regarding supplemental disclosure plan and related post confirmation governance documents and e-mails regarding same (.2.9); review motion to shorten and limit notice of supplemental plan disclosures (.6)  
Douglas M. Foley 3.50 hours at 600.00 per hour. \$2,100.00

07/29/10 Draft, revise, finalize and file motion for expedited, motion to limit notice regarding plan documents and notice of hearing and multiple calls and e-mails regarding same (1.8); analyze e-mails regarding status of various plan documents (.3)  
Sarah B. Boehm 2.10 hours at 495.00 per hour. \$1,039.50

07/30/10 Review redline documents from committee regarding changes to supplemental disclosures and post confirmation governance documentation and analyze regarding same and participated in telephone conference with committee professionals regarding same  
Douglas M. Foley 3.20 hours at 600.00 per hour. \$1,920.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$600.00	58.3	\$34,980.00
Sarah B. Boehm	\$495.00	34.9	\$17,275.50
TOTAL FEES		93.2	\$52,255.50

Re: Intellectual Property Matters  
Our File No. 2055557-0310  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

07/06/10 E-mails with agent in Ecuador regarding remaining 800.COM marks and send response indicating that agent should allow marks to lapse  
Douglas B. Smith .20 hours at 320.00 per hour. \$64.00

07/12/10 E-mails with K. Bradshaw regarding the domain name rapidsatellite.com  
Douglas B. Smith .20 hours at 320.00 per hour. \$64.00

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<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas B. Smith	\$320.00	0.4	\$128.00
TOTAL FEES		0.4	\$128.00

**Re: Asset Sales**  
Our File No. 2055557-0321  
Circuit City Contact Katie Bradshaw  
McGuireWoods Contact Douglas M. Foley

07/26/10 E-mails regarding potential sale of IP address  
and procedure for same  
Douglas M. Foley .20 hours at 600.00 per hour. \$120.00

07/26/10 Analyze issues regarding miscellaneous asset  
sales and e-mails regarding domain name  
Sarah B. Boehm .30 hours at 495.00 per hour. \$148.50

07/26/10 Review and analyze various pleadings regarding  
sale of assets (.1.4); e-mail debtors'  
professionals regarding same (.2)  
Bryan A. Stark 1.60 hours at 335.00 per hour. \$536.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$600.00	0.2	\$120.00
Sarah B. Boehm	\$495.00	0.3	\$148.50
Bryan A. Stark	\$335.00	1.6	\$536.00
TOTAL FEES		2.1	\$804.50

**Re: Schimenti Construction Litigation**  
Our File No. 2055557-0323

07/02/10 Begin review of pleadings regarding motion to  
dismiss and preparation for hearings on July  
12th  
Douglas M. Foley .60 hours at 600.00 per hour. \$360.00

07/06/10 Review and analyze response to motion to  
dismiss and review cases cited  
Bryan A. Stark 1.30 hours at 335.00 per hour. \$435.50

07/06/10 Prepare documents for hearing  
Linda J. Neilson 1.60 hours at 200.00 per hour. \$320.00

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07/07/10 Review and analyze response to debtors' motion to dismiss (.7); research case law and review cases cited in response to motion to dismiss and shepardize same (4.0); draft reply in support (.6)  
Bryan A. Stark 5.30 hours at 335.00 per hour. \$1,775.50

07/08/10 Review pleading and review and revise reply brief regarding motion to dismiss regarding same  
Douglas M. Foley 1.70 hours at 600.00 per hour. \$1,020.00

07/08/10 Research case law regarding issues in motion to dismiss pleadings (2.2); draft reply in support of motion to dismiss (3.6)  
Bryan A. Stark 5.80 hours at 335.00 per hour. \$1,943.00

07/09/10 Review and revise reply briefs regarding motion to dismiss  
Douglas M. Foley 1.40 hours at 600.00 per hour. \$840.00

07/09/10 Research issues, incorporate comments, update and finalize reply in support of motion to dismiss (2.0); correspond with debtors' professionals regarding same and service of same (.3)  
Bryan A. Stark 2.30 hours at 335.00 per hour. \$770.50

07/12/10 Prepare for and attend hearings on motion to dismiss adversary proceeding and analyze issues regarding same  
Douglas M. Foley 1.10 hours at 600.00 per hour. \$660.00

07/12/10 Review pleadings regarding motion to dismiss, contracts, payment applications and case law and assist in preparation for hearing on motion to dismiss (2.2); correspond with debtors' professionals regarding hearing and order granting motion to dismiss (.4)  
Bryan A. Stark 2.60 hours at 335.00 per hour. \$871.00

07/13/10 Review and analyze settlement agreement and notice resolving Schimenti appeal and proof of claim (.5); finalize, file and arrange for service of same (.3)  
Bryan A. Stark .80 hours at 335.00 per hour. \$268.00

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07/16/10 Draft order granting motion to dismiss and forward to counsel for review (.7); review and analyze preference analysis and correspond with debtors' professionals regarding same (.8)  
Bryan A. Stark 1.50 hours at 335.00 per hour. \$502.50

07/21/10 Correspond with Schimenti counsel regarding order on motion to dismiss (.3); review, revise and submit order on motion to dismiss (.4)  
Bryan A. Stark .70 hours at 335.00 per hour. \$234.50

07/22/10 Draft motion to dismiss, memorandum in support, and consent order regarding Schimenti appeal (2.1); correspond with debtors' professionals regarding same (.2); forward same to Schimenti counsel (.1); correspond with debtors' professionals regarding Schimenti preference count (.4)  
Bryan A. Stark 2.80 hours at 335.00 per hour. \$938.00

07/26/10 Telephone conference with opposing counsel regarding status of discovery matters and expert reports and potential analysis of preference exposure and potential settlement  
Douglas M. Foley .70 hours at 600.00 per hour. \$420.00

07/26/10 Review pleadings and expert disclosures for filing of expert disclosures (1.2); correspond with debtors' professionals regarding same (.2); correspond with debtors' professionals regarding preference analysis (.4); review preference analysis and research issues regarding same (.8)  
Bryan A. Stark 2.60 hours at 335.00 per hour. \$871.00

07/28/10 Arrange for execution of consent order dismissing appeal (.3); correspond with Schimenti counsel regarding extension of deadlines (.2)  
Bryan A. Stark .50 hours at 335.00 per hour. \$167.50

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$600.00	5.5	\$3,300.00
Bryan A. Stark	\$335.00	26.2	\$8,777.00
Linda J. Neilson	\$200.00	1.6	\$320.00
TOTAL FEES		33.3	\$12,397.00

Disbursements and Other Expenses:  
Copy Charges

\$846.10

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	Pacer Research	\$54.32
	Long Distance Telephone Charges	\$84.60
06/16/10	GENESYS CONFERENCING INC - Conference call hosted by Douglas M. Foley on 06/16/2010	\$19.79
06/21/10	GENESYS CONFERENCING INC - Conference call hosted by Daniel F. Blanks on 06/21/2010	\$9.22
06/24/10	GENESYS CONFERENCING INC - Conference call hosted by Douglas M. Foley on 06/24/2010	\$90.76
06/29/10	GENESYS CONFERENCING INC - Conference call hosted by Douglas M. Foley on 06/29/2010	\$6.18
07/01/10	FedEx Priority Overnight to Glen Allen, VA - Tracking #: 791600890423	\$11.07
07/01/10	FedEx Priority Overnight to Glen Allen, VA - Tracking #: 791270894490	\$11.07
07/02/10	DOUGLAS M. FOLEY - Travel to Richmond to attend Circuit City hearings 6/24; hotel, mileage	\$294.44
07/02/10	SARAH B. BOEHM - Van services to and from court 6/24	\$286.85
07/02/10	DOUGLAS M. FOLEY - Attend meeting regarding claims 6/28; hotel, mileage, parking	\$363.44
07/06/10	GENESYS CONFERENCING INC - Conference call hosted by Daniel F. Blanks on 07/06/2010	\$2.57
07/06/10	AMERICAN EXPRESS CO - KORNSTEIN/DON Date: 07/06/2010 Ticket #0525291148	\$27.00
07/06/10	AMERICAN EXPRESS CO - KORNSTEIN/DON R Travel Roundtrip from: NORFOLK VA to NEW YORK-LAGUARDIA NY Date: 07/15/2010 Ticket #7900142951	\$144.20
07/06/10	FedEx Standard Overnight to New York City, NY - Tracking #: 792201100895	\$13.11
07/06/10	FedEx Priority Overnight to Washington, DC - Tracking #: 791601086219	\$11.63
07/06/10	AMERICAN EXPRESS CO - KORNSTEIN/DON Travel Roundtrip from: RENO NV to NORFOLK VA Date: 07/13/2010 Ticket #7900142948	\$2,031.31
07/06/10	GENESYS CONFERENCING INC - Conference call hosted by Daniel F. Blanks on 07/06/2010	\$7.90
07/07/10	FedEx Standard Overnight to Glen Allen, VA - Tracking #: 791601171220	\$7.84
07/07/10	FedEx Priority Overnight to Richmond, VA - Tracking #: 793703339426	\$7.84
07/07/10	J&J COURT TRANSCRIBERS INC - Professional Services - Federal Court 14- day on 6/16/10	\$38.25
07/07/10	FedEx Standard Overnight to Glen Allen, VA - Tracking #: 791271178995	\$7.84
07/09/10	BIZPORT - LOGISTICS - Delivery from McGuireWoods to US Bankruptcy Court on 6/22/10	\$6.00
07/09/10	BIZPORT - LOGISTICS - Delivery from McGuireWoods to US District Court on 6/22/10	\$6.00
07/09/10	BIZPORT - LOGISTICS - Delivery from McGuireWoods to Office of the US Trustee on 6/22/10	\$6.00

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07/09/10	BIZPORT - LOGISTICS - Delivery from McGuireWoods to US Bankruptcy Court on 6/22/10	\$6.00
07/12/10	GENESYS CONFERENCING INC - Conference call hosted by Douglas M. Foley on 07/12/2010	\$52.93
07/12/10	J&J COURT TRANSCRIBERS INC - Professional Services - Federal Court Daily on 6/24/10	\$308.55
07/13/10	FedEx Priority Overnight to Florence, SC - Tracking #: 793720466870	\$9.00
07/13/10	LASERSHIP INC - Delivery to Tavenner Beran PLC (Lynn Tavenner) from McGuireWoods (Bryan Stark) on 7/7/10	\$5.32
07/13/10	RESTAURANTEUR INC - Lunch ordered 7/12/10	\$138.20
07/15/10	BIZPORT - LOGISTICS - Delivery from McGuireWoods to US District Court on 7/7/10	\$6.00
07/15/10	BIZPORT - LOGISTICS - Delivery from McGuireWoods to US Bankruptcy Court on 7/9/10	\$6.00
07/15/10	GENESYS CONFERENCING INC - Conference call hosted by Douglas M. Foley on 07/15/2010	\$28.04
07/16/10	DOUGLAS M. FOLEY - Attend dinner meeting to discuss omni hearing, attend hearing and additional meetings 7/11; hotel, meal, parking, mileage	\$337.49
07/16/10	DOUGLAS M. FOLEY - Attend dinner meeting with I. Fredericks to discuss mediation 7/12; meal	\$128.10
07/16/10	FedEx 2Day to Incline Village, NV - Tracking #: 790228266873	\$23.69
07/16/10	FedEx 2Day to Wilmington, DE - Tracking #: 790228274985	\$22.69
07/16/10	FedEx Standard Overnight to Glen Allen, VA - Tracking #: 791601901030	\$7.84
07/16/10	FedEx Standard Overnight to New York City, NY - Tracking #: 791901903568	\$8.64
07/16/10	FedEx 2Day to Wilmington, DE - Tracking #: 792201924699	\$23.23
07/16/10	FedEx 2Day to Nashville, TN - Tracking #: 791271885367	\$8.78
07/16/10	FedEx 2Day to Wilmington, DE - Tracking #: 792201924850	\$21.60
07/16/10	FedEx 2Day to New York City, NY - Tracking #: 790352293863	\$11.53
07/16/10	FedEx 2Day to Wilmington, DE - Tracking #: 790952292624	\$16.74
07/19/10	IKON OFFICE SOLUTIONS - IKON OT - Copy/Scanning project for Sarah Boehm	\$100.00
07/20/10	DANIEL F. BLANKS - Attend Omni hearing 7/11; hotel, meals, mileage	\$295.89
07/20/10	GENESYS CONFERENCING INC - Conference call hosted by Daniel F. Blanks on 07/20/2010	\$16.16
07/20/10	SARAH B. BOEHM - Attend mediation in Norfolk 7/14 - 7/15; hotel, mileage	\$291.32
07/20/10	SARAH B. BOEHM - Van services to and from court 7/12	\$334.50

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07/22/10 GENESYS CONFERENCING INC - Conference call hosted by Douglas M. Foley on 07/22/2010	\$167.99
07/22/10 RESTAURANTEUR INC - Lunch ordered 7/22/10	\$138.20
07/23/10 CITY TREASURER OF NORFOLK - parking for two day mediation held July 14 & 15, 2010	\$174.00
07/23/10 FedEx Priority Overnight to Wilmington, DE - Tracking #: 791272384065	\$18.59
07/23/10 DOUGLAS M. FOLEY - Attend meetings to discuss mediation strategy 7/13 - 7/14; meals	\$1,647.00
07/27/10 DOUGLAS M. FOLEY - Attend client meeting and Omni hearing 7/21; hotel, mileage, parking	\$314.44
07/28/10 FedEx Standard Overnight to New York City, NY - Tracking #: 790953279623	\$8.64
07/28/10 FedEx Standard Overnight to Washington, DC - Tracking #: 791902772628	\$7.84
07/30/10 FedEx Standard Overnight to Washington, DC - Tracking #: 790229466853	\$7.84
07/30/10 FedEx Standard Overnight to New York City, NY - Tracking #: 790953481158	\$8.64
TOTAL EXPENSES	\$9,096.75

Summary of Fees and Expenses:

Total Fees for all Matters:	\$307,084.50
Total Expenses for all Matters:	<u>\$9,096.75</u>
Total for this Invoice:	<u>\$316,181.25</u>